

Cermex U K Limited

Company Registration Number 1927345

Cermex U.K. Limited

**Report and Financial Statements
For the year ended 31 December 2010**

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Cermex U K Limited

Company information

Directors	J F Lesueur M J Lane M D G Daniel
Company number	01927345
Registered office	Huntingdon Business Centre Blackstone Road Huntingdon PE29 6EF
Auditors	Ernst & Young LLP Compass House 80 Newmarket Road Cambridge CB5 8DZ

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Directors' Report

For the year ended 31 December 2010

The directors present their report and the financial statements for the year ended 31 December 2010. The directors' report has been prepared in accordance with the small companies regime.

Principal activities

The principal activity of the company during the year continued to be that of marketing of packaging machinery and accessories in the United Kingdom.

Directors

The directors who served during the year were

J F Lesueur
M J Lane
M D G Daniel

Provision of information to auditors

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

- so far as that director is aware there is no relevant audit information of which the company's auditors are unaware and
- each director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

Directors' liabilities

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force at the date of approving the directors' report.

Going concern

On the basis of the directors' assessment of the financial position of the company they have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future and will be able to meet its obligations as they fall due. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Auditors

In accordance with s 485 of the Companies Act 2006 a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst and Young LLP as auditors of the company.

Signed on behalf of the board


M J Lane
Director

4 March 2011

**Statement of directors' responsibilities
for the year ended 31 December 2010**

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

Independent Auditor's report to the members of Cermex U.K. Limited

We have audited the financial statements of Cermex UK Limited for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 16. 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 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

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. 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.

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 2010 and of its profit for the year then ended
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

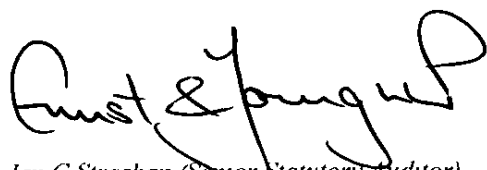
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditor's report to the members of Cermex U.K. Limited (continued)

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, or
- the directors were not entitled to prepare the directors' report in accordance with the small companies regime



Ian C Strachan (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Cambridge
Date 4 March 2011

**Profit and loss account
for the year ended 31 December 2010**

	<i>Note</i>	<i>2010</i> £	<i>2009</i> £
Turnover	1 2	850,837	779,434
Cost of sales		<u>(333,238)</u>	<u>(357,808)</u>
Gross profit		517,599	421,626
Administrative expenses		<u>(387,786)</u>	<u>(330,987)</u>
Operating profit	3	129,813	90,639
Interest receivable	5	190	70
Interest payable	6	<u>-</u>	<u>(169)</u>
Profit on ordinary activities before taxation		130,003	90,540
Tax on profit on ordinary activities	7	<u>(34,058)</u>	<u>(25,793)</u>
Profit on ordinary activities after taxation	12	<u>95,945</u>	<u>64,747</u>

All the company's operations were continuing and there were no recognised gains or losses other than the profit of £95 945 attributable to the shareholders for the year ended 31 December 2010 (2009 - £64 747)

The notes on pages 7 to 13 form part of these financial statements

**Balance sheet
as at 31 December 2010**

	<i>Note</i>	<i>£</i>	<i>2010 £</i>	<i>£</i>	<i>2009 £</i>
Fixed assets					
Tangible fixed assets	8		2,538		5,498
Current assets					
Stocks		9 720		8,239	
Debtors	9	199 913		204,351	
Cash in hand		<u>175,316</u>		<u>116,125</u>	
		384 949		328,715	
Creditors: amounts falling due within one year	10	<u>(118,175)</u>		<u>(160,846)</u>	
Net current assets			<u>266,774</u>		<u>167,869</u>
Total assets less current liabilities			<u>269,312</u>		<u>173,367</u>
Capital and Reserves					
Called up share capital	11		20,000		20,000
Profit and loss account	12		<u>249,312</u>		<u>153,367</u>
Shareholders' funds			<u>269,312</u>		<u>173,367</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 4 March 2011.

M J Lane
Director

The notes on pages 7 to 13 form part of these financial statements

Notes to the financial statements

For the year ended 31 December 2010

1 Accounting policies

1.1 Basis of preparation of financial statements

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

The company continues to adopt the going concern basis of accounting in preparing the financial statements given there is a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future and will be able to meet obligations as they fall due

1.2 Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes consolidated financial statements

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied exclusive of Value Added Tax and trade discounts

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases

Motor vehicles	-	25%	straight line
Fixtures & fittings	-	10%	straight line

1.5 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.6 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

1.7 Related Party Transactions

The company is a wholly owned subsidiary of Cermex SA which is owned by Tetra Laval International SA the consolidated financial statements of which are publicly available. Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transactions with members of the Tetra Laval group

Notes to the financial statements

For the year ended 31 December 2010

1.8 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction
Exchange gains and losses are recognised in the Profit and loss account

1.9 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

1.10 Operating Leases

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

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate

2 Turnover

Turnover is derived from commission on the sale of packaging machinery and accessories in the United Kingdom as well as the provision of installation and engineering services for those machines

3 Operating profit

The operating profit is stated after charging/(crediting)

	2010 £	2009 £
Depreciation of tangible fixed assets		
- owned by the company	1 701	1,277
- held under finance leases	2 092	6 275
Operating lease rentals – motor vehicles	6,371	4,130
Auditors' remuneration		
- Audit	10,578	10 273
- Other services	2,000	2,000
Difference on foreign exchange	79	-
Gain on disposal of fixed asset	(2,800)	-

Notes to the financial statements
For the year ended 31 December 2010

4 Staff costs

(a) Staff Costs

	<i>2010</i>	<i>2009</i>
	<i>£</i>	<i>£</i>
	<i>£</i>	<i>£</i>
Wages and salaries	179,130	182,140
Social Security costs	14,913	14,333
Pension costs	9,175	7,867
	<u>203,218</u>	<u>204,340</u>

The average number of employees during the year was made up as follows,

	<i>2010</i>	<i>2009</i>
	<i>No</i>	<i>No</i>
	<i>£</i>	<i>£</i>
Sales, marketing and Administration	3	3

(b) Directors Remuneration

	<i>2010</i>	<i>2009</i>
	<i>£</i>	<i>£</i>
Aggregate emoluments	<u>76,438</u>	<u>75,406</u>

During the year retirement benefits were accruing to 1 director (2009 - 1) in respect of money purchase pension schemes. The above includes £6,304 (2009 - £6,265) in respect of defined contribution pensions.

5 Interest receivable

	<i>2010</i>	<i>2009</i>
	<i>£</i>	<i>£</i>
Interest receivable on bank deposits	<u>190</u>	<u>70</u>

Notes to the financial statements
For the year ended 31 December 2010

6 Interest payable

	2010 £	2009 £
On bank loans and overdrafts	-	73
On finance leases and hire purchase contracts	-	96
	<u>-</u>	<u>169</u>

7 Tax

(a) Tax on profit on ordinary activities

The tax charge is made up as follows

	2010 £	2009 £
Corporation Tax – Current year	34 609	26,316
Over provision in respect of prior years	(551)	(523)
	<u>34,058</u>	<u>25,793</u>

UK corporation tax (note 7(b))

(b) Factors affecting current tax charge

The tax assessed for the period is lower (2009 higher) than the standard rate of corporation tax in the UK of 28% (2009 – 28%)

The differences are explained below

	2010 £	2009 £
Profit on ordinary activities before tax	<u>130,003</u>	<u>90,540</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 – 28%)	36,401	25,351
Effects of -		
Permanent differences – Disallowable expenses	5	-
(Accelerated) /Decelerated Capital allowances	(2,538)	601
Short Term timing differences	741	364
Over provision in respect of prior years	(551)	(523)
	<u>34,058</u>	<u>25,793</u>

Total current tax (note 7(a))

The company has no unrecognised deferred tax assets

Notes to the financial statements

For the year ended 31 December 2010

7. Tax (continued)

(c) Factors affecting future tax charges

The Finance (No 2) Act 2010 reduced the main rate of UK Corporation Tax from 28% to 27% from 1 April 2011. Additional changes to the main rate of UK Corporation Tax are proposed, to reduce the rate by 1% per annum to 24% by 1 April 2014. These changes had not been substantively enacted at the balance sheet date and consequently are not included in these financial statements.

Further UK tax changes, subject to enactment, are a reduction from 1 April 2012 in the rate of capital allowances applicable to plant and machinery and to integral features from 20% to 18% and from 10% to 8% respectively.

8 Tangible fixed assets

	<i>Motor vehicles</i>	<i>Furniture, fittings and equipment</i>	<i>Total</i>
	£	£	£
Cost			
At 1 January 2010	18,825	109,125	127,950
Additions	-	833	833
Disposals	(18,825)	-	(18,825)
At 31 December 2010	-	109,958	109,958
Depreciation			
At 1 January 2010	16,733	105,719	122,452
Charge for the year	2,092	1,701	3,793
Disposals	(18,825)	-	(18,825)
At 31 December 2010	-	107,420	107,420
Net book value			
At 31 December 2010	-	2,538	2,538
At 31 December 2009	2,092	3,406	5,498

Notes to the financial statements
For the year ended 31 December 2010

9 Debtors

	2010 £	2009 £
Trade debtors	153 758	143 676
Amounts owed by group undertakings	25 296	41,099
Other debtors	20 859	19,577
	<u>199,913</u>	<u>204,351</u>

10 Creditors Amounts falling due within one year

	2010 £	2009 £
Trade creditors	1,684	13 030
Amounts owed to group undertakings	38 083	88,911
Corporation tax	34,609	26 286
Social security and other taxes	22 782	17 077
Accruals and deferred income	21,017	15 542
	<u>118,175</u>	<u>160,846</u>

11 Share capital

	2010 £	2009 £
Allotted, called up and fully paid		
20,000 Ordinary shares of £1 each	<u>20,000</u>	<u>20,000</u>

12. Reserves

	Profit & Loss Account 2010 £	Profit & Loss Account 2009 £
At beginning of the year	153 367	88 620
Profit retained for the year	95 945	64 747
	<u>249,312</u>	<u>153,367</u>
At the end of the year		

Notes to the financial statements
For the year ended 31 December 2010

13 Reconciliation of movements in shareholders' funds

	<i>Equity</i> <i>2010</i> <i>£</i>	<i>Equity</i> <i>2009</i> <i>£</i>
Opening shareholders' funds	173,367	88,620
Profit for the financial year	95,945	64,747
	<hr/>	<hr/>
Closing shareholders' funds	<u>269,312</u>	<u>173,367</u>

14. Pension commitments

The company operates a defined contributions pension scheme. 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 £9,175 (2009 - £8,550). Contributions totalling £7,598 (2009 - £1,900) were payable to the fund at the balance sheet date and are included in creditors.

15. Operating Lease commitments

Annual commitments under non-cancellable operating leases are as follows

	<i>Other</i> <i>2010</i> <i>£</i>	<i>Other</i> <i>2009</i> <i>£</i>
Operating Leases which expire, within one year	-	3,957
within two to five years	4,440	-
	<hr/>	<hr/>
	<u>4,440</u>	<u>3,957</u>

16 Ultimate parent undertaking and controlling party

The immediate parent company is Cermex SA, incorporated in France. The ultimate parent is Tetra Laval International SA, incorporated in Switzerland. Consolidated accounts of Tetra Laval International SA are available from Case Postale 430 CH-1009 Pully Switzerland.