ROWE HANKINS LIMITED ANNUAL REPORT FOR THE YEAR ENDED 31 JULY 2015

SATURDAY

27/02/2016 COMPANIES HOUSE

COMPANY INFORMATION

Directors T W Hankins

M W Hankins

L C Crawford

G Mellor D Duckworth (Appointed 1 August 2014) (Appointed 1 August 2015)

Secretary G Mellor

Company number 02021691

Registered office Power House

Parker Street

Bury Lancashire BL9 0RJ

Auditors Royce Peeling Green Limited

The Copper Room
Deva Centre, Trinity Way

Manchester M3 7BG

Bankers National Westminster Bank plc

463 Bury New Road

Prestwich Manchester M25 1AB

CONTENTS

	Page
Strategic report	1
•	
Directors' report	2 - 3
Silestors report	
Independent auditors' report	4 - 5
Profit and loss account	6
Balance sheet	7
Dalatice Stieet	ı
Notes to the financial statements	8 - 17

STRATEGIC REPORT FOR THE YEAR ENDED 31 JULY 2015

The directors present the strategic report and financial statements for the year ended 31 July 2015.

Review of the business

The first lines of Charles Dickens' book "A Tale Of Two Cities" sums up our year. It was the worst of times, it was the best of times.

The recession hits the new rolling stock market around a year to two years after it has finished in retail markets. Large capital projects which have long gestation periods have a momentum about them that insulates companies like ours from the worst effects of recession, especially in the early years. Consequently we had our best year (ending July 2013) during the recession and now we have had our worst ever in our 30 year history.

Even our bad news is not that bad as we still made a trading profit but the cost of restructuring and investments in products of the future and methods of manufacture put us in the red. The strategy to refocus on innovative products is beginning to really excite us for next year and many years to come. The restructuring has seen us outsource various functions which will reflect next year in lower overheads and adding to our competitive edge.

On both sides of the business we have won innovation awards from the recognised industry bodies. Cudis division has the new LUMO metal board and Rail division has the new intelligent wheel flange and top of rail lubrication system. These two products alone are beginning to show significant figures in our forward order book.

Other new products are in the pipeline for completion in 2016. The business plan for next year shows a return to modest profits next year even though we will be investing heavily in new people skills and innovation.

The company is poised to grow and grow significantly which is why we can now confidently look forward to the best of times again.

On behalf of the board

TOTAL TRAINING

26 FOBRUARY 2016

DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2015

The directors present their report and financial statements for the year ended 31 July 2015.

Principal activities

The principal activity of the company continued to be that of design, manufacture, distribution, service and maintenance of railway electrical and electronic systems.

Results and dividends

The results for the year are set out on page 6.

Directors

The following directors have held office since 1 August 2014:

T W Hankins

S.R. Stone

(Retired 30 January 2015)

M W Hankins

L C Crawford

G Mellor

(Appointed 1 August 2014)

D Duckworth

(Appointed 1 August 2015)

Auditors

In accordance with section 485 of the Companies Act 2006, a resolution proposing that Royce Peeling Green Limited be re-appointed will be put at the Annual General Meeting.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

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

G Mellor

Director 6 FUBRUALY 2016

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROWE HANKINS LIMITED

We have audited the financial statements of Rowe Hankins Limited for the year ended 31 July 2015 set out on pages 6 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 - 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 July 2015 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 Strategic Report and 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 ROWE HANKINS 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.

Royce Reeling Green Limited

Mr Martin Chatten (Senior Statutory Auditor)
for and on behalf of Royce Peeling Green Limited

26 February 2016

Chartered Accountants Statutory Auditor

The Copper Room Deva Centre, Trinity Way

Manchester M3 7BG

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JULY 2015

· .	Notes	2015 £	2014 £
Turnover	2	5,331,981	5,794,200
Cost of sales		(2,767,574)	(3,131,670)
Gross profit		2,564,407	2,662,530
Administrative expenses Other operating income		(2,417,972) 262	(2,293,722) 3,712
Operating profit	3	146,697	372,520
Cost of fundamental reorganisation		(186,221)	-
(Loss)/profit on ordinary activities before	re interest	(39,524)	372,520
Interest receivable and similar income Interest payable and similar charges	4	269 (12,132)	(5,734)
(Loss)/profit on ordinary activities before taxation		(51,387)	366,786
Tax on (loss)/profit on ordinary activities	5	62,947	(40,387)
Profit for the year	13	11,560	326,399

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 JULY 2015

		20	15	20	14
	Notes	£	£	£	£
Fixed assets					
Tangible assets	6		333,370		410,940
Current assets					
Stocks	7	1,068,030		955,348	
Debtors	8	2,211,341		2,008,730	
Cash at bank and in hand		45,117		152,297	
.		3,324,488		3,116,375	
Creditors: amounts falling due within one year	9	(1,381,471)		(1,262,529)	
Net current assets			1,943,017		1,853,846
Total assets less current liabilities			2,276,387		2,264,786
Creditors: amounts falling due after more than one year	10		(200,820)		(185,669)
Provisions for liabilities	11		(26,668)		(41,778)
Net assets			2,048,899		2,037,339
1461 433 613			======		====
Capital and reserves			·		
Called up share capital	12		4,500		4,500
Share premium account	13		1,900		1,900
Other reserves	13		400		400
Profit and loss account	13		2,042,099		2,030,539
Shareholders' funds	14		2,048,899		2,037,339

Approved by the Board and authorised for issue on 26 Fe bryony 2016.

M W Hankins Director

Company Registration No. 02021691

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2015

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

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).

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.4 Research and development

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

1.5 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 less estimated residual value of each asset over its expected useful life, as follows:

Building alterations 10% straight line
Plant and machinery 15% / 20% straight line
Fixtures, fittings & equipment 10% / 33% straight line
Motor vehicles 20% straight line

1.6 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. 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.

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

1.7 Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value.

1.8 Pensions

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

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

1 Accounting policies

(Continued)

1.9 Deferred taxation

In accordance with Financial Reporting Standard 19 'Accounting for deferred tax', deferred tax is recognised in respect of all timing differences that have originated but not reversed by the balance sheet date. Provision is made at the rates expected to apply when the timing differences reverse.

Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in taxable profits in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

1.10 Foreign currency translation

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

1.11 Auditor liability limitation agreement

The company has entered into a liability limitation agreement with Royce Peeling Green Limited, the statutory auditor, in respect of the statutory audit for the year ended 31 July 2015. The proportionate liability agreement follows the standard terms in Appendix B to the Financial Reporting Council's June 2008 Guidance on Auditor Liability Agreements.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3	Operating profit	2015	2014
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	98,577	98,460
	Loss on disposal of tangible assets	2,429	-
	Loss on foreign exchange transactions	33,592	52,426
	Research and development	20,867	33,633
	Operating lease rentals	75,000	75,000
	Auditors' remuneration (including expenses and benefits in kind)	11,000	11,000
	and after crediting:		
	Profit on disposal of tangible assets	-	(190)
			<u> </u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

4	Interest payable	2015 £	2014 £
	Hire purchase interest	3,797	5,734
	Other interest	8,335	-
		12,132	5,734
			
5	Taxation	2015	2014
	Domestic current year tax	£	£
	U.K. corporation tax	(4,396)	43,441
	Adjustment for prior years	(43,441)	(6,762)
	Total current tax	(47,837)	36,679
	Deferred tax		
	Deferred tax charge/credit current year	(15,110)	3,708
		(62,947) ======	40,387
	Factors affecting the tax charge for the year		
	(Loss)/profit on ordinary activities before taxation	(51,387)	366,786
	(Loss)/profit on ordinary activities before taxation multiplied by standard		
	rate of UK corporation tax of 20.00% (2014 - 21.00%)	(10,277) ————	77,025
	Effects of:	44.404	0.004
	Non deductible expenses	14,191 19,715	6,231
	Depreciation add back Capital allowances	(6,046)	20,677 (22,021)
	Loss/(Profit) on sale of fixed assets	(0,046)	(40)
	Change in rate of taxation		2,778
	Marginal relief	_	(3,155)
	Adjustments in respect of earlier years	-	(6,762)
	Research and development enhanced deduction	(65,906)	(38,054)
		(37,560)	(40,346)
	Current tax charge for the year	(47,837)	36,679

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

	Building	Plant and	Fixtures,	Motor	Total
		machinery	fittings & equipment	vehicles	
	£	£	£	£	£
Cost					
At 1 August 2014	178,865	221,142	250,683	93,495	744,185
Additions	774	1,711	12,152	16,500	31,137
Disposals	-	-	-	(20,875)	(20,875)
At 31 July 2015	179,639	222,853	262,835	89,120	754,447
Depreciation					
At 1 August 2014	31,771	103,277	173,093	25,104	333,245
On disposals	-	-	•	(10,745)	(10,745)
Charge for the year	17,835	35,884	27,517	17,341	98,577
At 31 July 2015	49,606	139,161	200,610	31,700	421,077
Net book value					· <u>—</u>
At 31 July 2015	130,033	83,692	62,225	57,420	333,370
At 31 July 2014	147,094	117,865	77,590	68,391	410,940
At 31 July 2014 Included above are assets held under		117,865	hase contracts	as follows:	410,940 ————————————————————————————————————
		117,865	hase contracts	as follows:	
		117,865	hase contracts Plant and machinery	as follows: Motor vehicles	Total
Included above are assets held under		117,865	hase contracts Plant and machinery £ 20,169	as follows: Motor vehicles	Total
Included above are assets held under		117,865	hase contracts Plant and machinery £	as follows: Motor vehicles £	Total £
Included above are assets held under Net book values At 31 July 2015 At 31 July 2014 Depreciation charge for the year		117,865	Plant and machinery £	as follows: Motor vehicles £ 57,420 64,546	77,589 94,960
Included above are assets held under Net book values At 31 July 2015 At 31 July 2014		117,865	Plant and machinery £	as follows: Motor vehicles £ 57,420	Total £

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

7	Stocks and work in progress	2015 £	2014 £
	Work in progress	7,562	9,943
	Finished goods and goods for resale	1,060,468	945,405
		1,068,030	955,348
8	Debtors	2015	2014
		£	£
	Trade debtors	904,160	709,290
	Amount owed by parent undertaking	1,156,451	1,156,451
	Corporation tax	47,837	16,749
	Other debtors	10,000	21,635
	Prepayments and accrued income	92,893	104,605
		2,211,341	2,008,730
9	Creditors: amounts falling due within one year	2015	2014
	Ç	£	£
	Invoice discounting indebtedness	334,518	353,547
	Net obligations under hire purchase contracts	26,801	37,794
	Trade creditors	452,784	363,544
	Corporation tax	24,980	43,441
	Other taxes and social security costs	71,025	40,312
	Directors' loan accounts	204,131	149,451
	Other creditors	98,491	47,768
	Accruals and deferred income	168,741 ————	226,672 ————
		1,381,471	1,262,529
		- 4	

Net obligations under finance lease and hire purchase contracts are secured by fixed charges on the assets concerned.

Included within other creditors is a balance of £90,012 (2014: £40,000) due to the Rowe Hankins (1988) Retirement Benefits Scheme. This is secured on a first fixed and floating charge over all stock in trade of the company, dated 25 June 2014 and 27 November 2014.

The invoice discounting facility is secured on a fixed and floating charge dated 26 March 2014, on all the property or undertaking of the company.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

10	Creditors: amounts falling due after more than one year	2015	2014
		£	£
	Other loans	190,814	160,000
	Net obligations under hire purchase contracts	10,006	25,669
		200,820	185,669
		=	
	Analysis of loans		
	Wholly repayable within five years	615,344	553,547
			
		615,344	553,547
	Included in current liabilities	(424,530)	(393,547)
	•		
		190,814	160,000
			
	Loan maturity analysis		
	In more than one year but not more than two years	90,012	40,000
	In more than two years but not more than five years	100,802	120,000
			

Net obligations under finance lease and hire purchase contracts are secured by fixed charges on the assets concerned.

Included within other creditors is a balance of £190,814 (2014: £160,000) due to the Rowe Hankins (1988) Retirement Benefits Scheme. This is secured on a first fixed and floating charge over all stock in trade of the company, dated 25 June 2014 and 27 November 2014.

Net obligations under hire purchase contracts

Repayable within one year	29,942	41,469
Repayable between one and five years	11,028	28,192
	40,970	69,661
Finance charges and interest allocated to future accounting periods	(4,163)	(6,198)
	36,807	63,463
Included in liabilities falling due within one year	(26,801)	(37,794)
	10,006	25,669
	==	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

11	Provisions for liabilities			
				Deferred tax liability £
	Balance at 1 August 2014 Profit and loss account			41,778 (15,110)
	Balance at 31 July 2015			26,668
	The deferred tax liability is made up as follows:			
			2015 £	2014 £
	Accelerated capital allowances		32,668	44,054
	Other timing differences		(6,000)	(2,276)
			26,668	41,778
12	Share capital		2015	2014
	Allotted, called up and fully paid		£	£
	4,500 Ordinary shares of £1 each		4,500	4,500
13	Statement of movements on reserves			
.0		Share premium account	Other reserves (see below)	Profit and loss account
		£	£	£
	Balance at 1 August 2014 Profit for the year	1,900 -	400	2,030,539 11,560
	Balance at 31 July 2015	1,900	400	2,042,099
	Otherwane			
	Other reserves Reserves provided for by the Articles of Association			
	Balance at 1 August 2014 & at 31 July 2015		400	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

14	Reconciliation of movements in Shareholders' funds	2015 £	2014 £
	Profit for the financial year Opening Shareholders' funds	11,560 2,037,339	326,399 1,710,940
	Closing Shareholders' funds	2,048,899	2,037,339

15 Financial commitments

At 31 July 2015 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 July 2016:

		Land and buil	ldings
		2015	2014
		£	£
	Operating leases which expire:		
	In over five years	75,000	75,000
			
16	Directors' remuneration	2015	2014 ·
	·	£	£
	Remuneration for qualifying services	173,206	160,317
	Company pension contributions to defined contribution schemes	16,262	29,672
		189,468	189,989
	,		===

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 3 (2014 - 3).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

17 Employees

Number of employees

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

year was:	2015 Number	2014 Number
Sales	14	14
Administration	13	15
Management	4	4
Enginerring	10	9
Production	23	27
	64	69
Employment costs	2015	2014
Employment costs	2015 £	£ 2014
Wages and salaries	1,405,015	1,514,237
Social security costs	129,060	146,743
Other pension costs	58,397	71,778
	1,592,472	1,732,758
Retirement Benefits		
	2015	2014
	£	£
Contributions payable by the company for the year in respect of defined	50.007	74 770
contribution pension arrangements	58,397 ————	71,778

19 Control

18

During the year the entire issued ordinary share capital was acquired by a newly incorporated company, Rowe Hankins (Holdings) Limited. Ultimate control of that company lies with TW Hankins, a director, who has the majority shareholding in that company's issued ordinary share capital.

20 Related party relationships and transactions

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2015

20 Related party relationships and transactions

(Continued)

The company operates from premises leased from the Rowe Hankins (1988) Retirement Benefits Scheme and during the year paid a fair market rent of £75,000 (2014: £75,000). At 31 July 2015 there was a balance of £280,826 (2014: £200,000) due to the Rowe Hankins (1988) Retirement Benefits Scheme. This relates to a loan with interest being charged at 2.5% per annum.

At 31 July 2015 there was a balance of £1,156,451 (2014: £1,156,451) owed from Rowe Hankins (Holdings) Limited, the parent company.

During the year the company paid a salary of £19,171 (2014: £36,125) to the wife of MW Hankins, director, for administration services performed.