Rock Industrial & Welding Supplies Limited

Directors' report and financial statements

for the year ended 31 December 2010

THURSDAY



A40

22/09/2011 COMPANIES HOUSE

19

## Company information

Directors R C Godley

S Evans

P J Chapman

R Walker

Company number 02481967

Registered office Redfield Road

Lenton Nottingham NG7 2UJ

Auditors Hobsons

Alexandra House
43 Alexandra Street

Notungham NG5 1AY

Bankers National Westminster Bank Plc

16 South Parade Nottingham NG1 2JX

## Contents

	Page
Directors' report	1 - 2
Auditors' report	3 - 4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes to the financial statements	8 - 17

## 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

#### Principal activity

The principal activity of the company in the year under review was that of retailers of welding equipment and materials

#### **Business review**

The directors are pleased with the trading performance and the financial position of the company at the year end given continued difficult trading conditions

The directors review levels of turnover and gross margins as key performance indicators. Turnover has increased in the year as economic conditions have improved. However, the gross margin has reduced slightly due to an increasingly competitive market.

The principal risks and uncertainties for the business relate to the current economic environment climate and the impact this has on the company's customers and supply chain. Trading conditions remain difficult, but the company is well placed to respond to these risks.

#### Results and dividends

The profit for the year, after taxation, amounted to £15,135 No dividends were paid during the year and the directors do not recommend payment of a final dividend

### Directors

The directors who served during the year are as stated below

- R C Godley
- S Evans
- P J Chapman
- R Walker

#### Professional indemnity insurance

Insurance cover is maintained to indemnify the directors of the company against liabilities and claims that may arise during the performance of their duties

#### Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

The Companies Act 2006 (the 'Act') requires the directors to prepare financial statements for each financial year Pursuant to the Act the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) The Act requires that 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 year In preparing these financial statements, the directors are required to

## Directors' report for the year ended 31 December 2010

#### continued

- select suitable accounting policies and apply them consistently,
- make judgements 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 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 Act. 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.

#### In so far as the directors are aware

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

This report was approved by the Board on 6 September 2011 and signed on its behalf by

R. C. Godley Director

## Independent auditor's report to the shareholders of Rock Industrial & Welding Supplies Limited

We have audited the financial statements of Rock Industrial & Welding Supplies Limited for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. 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 information in the Directors' report and financial statements 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 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 shareholders of Rock Industrial & Welding Supplies 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

Monica Szolin-Jones FCA (senior statutory auditor)

For and on behalf of Hobsons Chartered Accountants and

Statutory Auditors Alexandra House

43 Alexandra Street

Nottingham

NG5 1AY

20 September 2011

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

		Continuing	operations
		2010	2009
	Notes	£	£
Turnover	2	3,030,979	2,551,558
Cost of sales		(2,287,406)	(1,869,845)
Gross profit		743,573	681,713
Administrative expenses		(719,541)	(700,478)
Operating profit/(loss)	3	24,032	(18,765)
Other interest receivable and			
similar income	5	-	96
Interest payable and similar charges	6	(427)	(260)
Profit/(loss) on ordinary activities before taxation		23,605	(18,929)
Tax on profit/(loss) on ordinary activ	vities 9	(8,470)	(457)
Profit/(loss) for the year	16	15,135	(19,386)
Retained profit brought forward		905,837	925,223
Retained profit carried forward		920,972	905,837

There are no recognised gains or losses other than the profit or loss for the above two financial years

## **Balance sheet** as at 31 December 2010

		201	10	200	9
	Notes	£	£	£	£
Fixed assets					
Tangible assets	10		135,736		128,201
Current assets					
Stocks	11	360,488		250,578	
Debtors	12	707,749		555,095	
Cash at bank and in hand		366,431		417,173	
		1,434,668		1,222,846	
Creditors: amounts falling		(621.000)		(425.250)	
due within one year	13	(631,080)		(435,250)	
Net current assets			803,588		787,596
Total assets less current					
liabilities			939,324		915,797
Creditors: amounts falling due					
after more than one year	14		(8,392)		-
Net assets			930,932		915,797
THE ASSES			====		====
Capital and reserves					
Called up share capital	15		9,960		9,960
Profit and loss account	16		920,972		905,837
Shareholders' funds	17		930,932		915,797
					<del></del>

The financial statements were approved by the Board on 6 September 2011 behalf by

Registration number 02481967

# Cash flow statement for the year ended 31 December 2010

	Notes	2010 £	2009 £
Reconciliation of operating profit/(loss) to net			
cash inflow from operating activities		24.022	(10.765)
Operating profit/(loss)  Depreciation and loss in disposal of fixed assets		24,032 21,114	(18,765) 22,348
(Increase) in stocks		(109,910)	(7,900)
(Increase) in debtors		(152,654)	(42,021)
Increase in creditors		256,351	4,300
Net cash inflow from operating activities		38,933	(42,038)
Cash flow statement			
Net cash outflow from operating activities		38,933	(42,038)
Returns on investments and servicing of finance	24	(427)	(164)
Taxation	24	(75,218)	(70,877)
Capital expenditure	24	(12,249)	(22,873)
		(48,961)	(135,952)
Financing	24	(1,781)	(2,667)
Decrease in cash in the year		(50,742)	(138,619)
Reconciliation of net cash flow to movement in net de	bt (Note 25)		
Decrease in cash in the year		(50,742)	(138,619)
Cash outflow from decrease in debts and lease financing		1,781	2,667
Change in net debt resulting from cash flows		(48,961)	(135,952)
New finance leases and hire purchase contracts		(16,400)	
Movement in net debt in the year		(65,361)	(135,952)
Net funds at 1 January 2010		417,173	553,125
Net funds at 31 December 2010		351,812	417,173

## Notes to the financial statements for the year ended 31 December 2010

### 1. Accounting policies

#### 1.1. Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board

The company has consistently applied all relevant accounting standards

#### 1.2. Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the year

#### 1.3. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows

Freehold buildings and tenants improvements

10% straight line

Plant and machinery

- 20% reducing balance

Fixtures, fittings

and equipment - 15% reducing balance/25% straight line

Motor vehicles - 20% straight line new commercial vehicles/25%

reducing balance other vehicles

#### 1.4. 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 constant periodic rates of charge on the net obligations outstanding in each period.

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

#### 1.5. Stock

Stock is valued at the lower of cost and net realisable value. Cost comprises purchase price. Net realisable value means estimated selling price less all costs to be incurred in marketing, selling and distribution.

#### 1.6. Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year

### 1.7. Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

# Notes to the financial statements for the year ended 31 December 2010

## continued

2.	Turnover The total turnover of the company for the year has been derived from its undertaken in the UK	principal activit	y wholly
		2010 £	2009 £
3.	Operating profit/(loss)	2010 £	2009 £
	Operating profit/(loss) is stated after charging Depreciation and other amounts written off tangible assets Loss on disposal of tangible fixed assets Operating lease rentals - Land and buildings - Motor vehicles	19,353 1,761 12,911 15,872	21,611 737 20,196 15,853
	Auditors' remuneration (Note 4) and after crediting Net foreign exchange gain	<u>4,270</u>	7,873
4.	Auditors' remuneration	2010 £	2009 £
	Auditors' remuneration - audit of the financial statements	4,270	7,873
5.	Interest receivable and similar income	2010 £	2009 £
	Bank interest	<del></del>	96
6.	Interest payable and similar charges	2010 £	2009 £
	Bank interest payable Hire purchase interest	72 355	260
		427	260

# Notes to the financial statements for the year ended 31 December 2010

### continued

## 7. Employees

Number of employees  The average monthly numbers of employees (including the directors if they are employed by this company) during the year were	2010 Number	2009 Number
Management and sales	13	15
Employment costs	2010 £	2009 £
Wages and salaries	330,892	326,093
Social security costs	37,318	36,333
Pension costs	9,721	8,334
	377,931	370,760
7.1. Directors' remuneration	2010 £	2009 £
Remuneration and other emoluments	72,678	62,100
	Number	Number
Number of directors to whom retirement benefits		
are accruing under a money purchase scheme	1	1

### 8. Pension costs

The company operates a defined contribution pension scheme. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £9,721 (2009 - £8,334)

## Notes to the financial statements for the year ended 31 December 2010

#### continued

## 9. Tax on profit/(loss) on ordinary activities

Analysis of charge in period	2010	2009
	£	£
Current tax		
UK corporation tax	-	-
Adjustments in respect of previous periods	(478)	(75,239)
Group relief	8,948	75,696
	8,470	457

## Factors affecting tax charge for period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK (28 00 per cent). The differences are explained below

	2010 £	2009 £
Profit/(loss) on ordinary activities before taxation	23,605	<u>(18,929)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 28 00% (31 December 2009 28 00%)	6,609	(5,300)
Effects of:		
Expenses not deductible for tax purposes	2,329	3,345
Capital allowances for period in excess of depreciation	10	1,896
Adjustments to tax charge in respect of previous periods	(478)	516
Current tax charge for period	8,470	457

## Notes to the financial statements for the year ended 31 December 2010

continued

				Fixtures,		
10.	Tangible fixed assets	Land and buildings	Plant and machinery	fittings and equipment	Motor vehicles	Total
		£	£	£	£	£
	Cost					
	At 1 January 2010	98,963	3,397	44,455	79,703	226,518
	Additions	-	-	7,602	31,700	39,302
	Disposals	(5,696	) <u> </u>	- (327)	(35,979)	(42,002)
	At 31 December 2010	93,267	3,397	51,730	75,424	223,818
	Depreciation					
	At 1 January 2010	18,442	2,621	30,823	46,431	98,317
	On disposals	(427	) .	- (191)	(28,970)	(29,588)
	Charge for the year	2,084	155	3,466	13,648	19,353
	At 31 December 2010	20,099	2,776	34,098	31,109	88,082
	Net book values			-		
	At 31 December 2010	73,168	621	17,632	44,315	135,736
	At 31 December 2009	80,521	776	13,632	33,272	128,201

The net book value of land and buildings is made up as follows

Freehold buildings - £60,001 (2009 - £60,390) Tenants improvements - £13,167 (2009 - £20,131)

Included above are assets held under finance leases or hire purchase contracts as follows

		2010		2009	
	Asset description	Net book value £	Depreciation charge £	Net book value £	Depreciation charge £
	Motor vehicles	15,307	1,093		-
11.	Stocks			2010 £	2009 £
	Finished goods and goods for resale			360,488	250,578

## Notes to the financial statements for the year ended 31 December 2010

### continued

12.	Debtors	2010 £	2009 £
	Trade debtors	543,482	424,359
	Amounts owed by group undertakings	153,971	115,665
	Other debtors	10,296	15,071
		707,749	555,095
13.	Creditors: amounts falling due within one year	2010 £	2009 £
	Net obligations under finance leases		
	and hire purchase contracts	6,227	-
	Trade creditors	405,031	251,729
	Amounts owed to group undertakings	179,222	145,725
	Other taxes and social security costs	22,685	27,400
	Other creditors	17,915	10,396
		631,080	435,250

The bank holds as security a fixed charge over company book debts. In addition Industrial Supplies & Services Limited, the parent company, has given a guarantee limited to £50,000.

Finance lease and hire purchase liabilities are secured against the assets to which they relate

14.	Creditors: amounts falling due after more than one year	2010 £	2009 £
	Net obligations under finance leases and hire purchase contracts	8,392	_
	and me parenase conducts		
	Net obligations under finance leases		
	and hire purchase contracts		
	Repayable within one year	6,227	-
	Repayable between one and five years	8,392	
		14,619	•

## Notes to the financial statements for the year ended 31 December 2010

continued

15.	Share capital	2010 £	2009 £
	Authorised		
	20,000 Ordinary shares of £1 each	20,000	20,000
	Allotted, called up and fully paid		
	9,960 Ordinary shares of £1 each	9,960	9,960
	·		
		Profit	
16.	Equity reserves	and loss	
		account	Total
		£	£
	At 1 January 2010	905,837	905,837
	Profit for the year	15,135	15,135
	At 31 December 2010	920,972	920,972
17.	Reconciliation of movements in shareholders' funds	2010	2009
		£	£
	Profit/(loss) for the year	15,135	(19,386)
	Opening shareholders' funds	915,797	935,183
	Closing shareholders' funds	930,932	915,797

## 18. Financial commitments

At 31 December 2010 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings		Other	
	2010	2009	2010	2009
	£	£	£	3
Expiry date:				
Within one year	-	-	-	4,754
Between one and five years	12,810	12,810	10,867	8,651
	12,810	12,810	10,867	13,405

## Notes to the financial statements for the year ended 31 December 2010

continued

## 19. Contingent liabilities

The company has entered into an agreement with the minority shareholder whereby upon the death, retirement or termination of employment of the minority shareholder, the company (or its parent company) may purchase the ordinary shares at a price determined by that agreement

#### 20. Transactions with directors

### Advances to directors

The following directors had interest free loans during the year. The movements on these loans are as follows

	Amoun	Amount owing	
	2010	2009 £	in year £
	£		
S Evans	1,701	<u>1,701</u>	1,701

## Notes to the financial statements for the year ended 31 December 2010

continued

#### 21. Related party transactions

Sale of goods

During the year the company sold goods to associated subsidiary undertakings totalling £446,593 (2009 - £300,670)

No sales of goods were made to the immediate parent undertaking

#### **Purchases**

During the year the company purchased goods from associated subsidiary undertakings totalling £315,224 (2009 - £303,849)

No goods were purchased from the immediate parent undertaking

All purchases and sales of goods to group companies are at cost

Management and administration charges

During the year the company incurred administration charges from the immediate parent undertaking totalling £109,068 (2009 - £35,294)

Purchase of fixed assets and capital contributions

The company bought a motor vehicle during the year from an associated subsidiary undertaking for consideration of £5,600. An associated subsidiary undertaking also contributed £5,700 towards tenants improvements made in the year.

Balances with related parties

At 31 December 2010 there were the following balances with related parties

Amounts due from immediate parent undertaking - £Nil (2009 - £Nil)

Amounts due from associated subsidiary undertakings - £153,971 (2009 - £115,665) Amounts due to associated subsidiary undertakings - £94,452 (2009 - £135,261)

Amounts due to immediate parent undertaking - £84,770 (2009 - £10,464)

#### 22. Ultimate parent undertaking

The company is an 87 5% subsidiary of Industrial Supplies & Services Limited, a company registered in England & Wales

The ultimate parent company is Linde AG, Klosterhofstrasse 1, 80331 Munich, Germany

The smallest and largest group preparing consolidated accounts, including this company, is headed by Linde AG Copies of the consolidated financial statements may be made available by contacting the ultimate parent company at the address detailed above

## Notes to the financial statements for the year ended 31 December 2010

#### continued

## 23. Controlling interest

The board comprises of three directors representing Industrial Supplies & Services Limited, the immediate parent undertaking, and S Evans, the minority shareholder

#### 24. Gross cash flows

25.

			2010 £	2009 £
Returns on investments and servicing of fin	nance			
Interest received			-	96
Interest paid			(427)	(260)
			(427)	(164)
Taxation				
Group relief paid for use of group tax losses			(75,218)	(70,877)
Capital expenditure				
Payments to acquire tangible assets			(22,902)	(27,438)
Receipts from sales of tangible assets			10,653	4,565
			(12,249)	(22,873)
Financing				
Capital element of finance leases and hire pur	chase contracts		(1,781)	(2,667)
Analysis of changes in net funds	Opening	Cash	Other	Closing
	balance	flows	changes	balance
	£	£	£	£
Cash at bank and in hand	417,173	(50,742)		366,431
Finance leases and hire purchase contracts	-	1,781	(16,400)	(14,619)
Net funds	417,173	(48,961)	(16,400)	351,812