

Registered No: 2754482

# **Thermal Transfer Technology Limited**

## **Report and financial statements**

30 September 2015

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# Thermal Transfer Technology Limited

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Registered No: 2754482

## **Directors**

Mr A G Thomsen  
Mr I Pearson  
Mr D Hill  
Mr S J Barnes

## **Secretary**

Mr I Pearson

## **Auditors**

Ernst & Young LLP  
Citygate  
St James' Boulevard  
Newcastle upon Tyne  
NE1 4JD

## **Bankers**

Barclays Bank PLC  
City Office  
Percy Street  
Newcastle upon Tyne  
NE1 4QL

## **Solicitors**

Watson Burton LLP  
1 St James' Gate  
Newcastle upon Tyne  
NE99 1YQ

## **Registered office**

Hall Dene Way  
Seaham Grange Industrial Estate  
Seaham  
County Durham  
SR7 0PU

## Strategic report

The directors present their Strategic Report for the year ended 30 September 2015.

### Results

The profit for the year, after taxation, amounted to £459,523 (2014: £213,966).

### Review of the business

The company's principal activity during the year continued to be the manufacture of finned tube heat exchangers.

The key financial performance indicators of the company during the year were as follows:

	2015 £'000	2015 £'000	Change %
Turnover	7,359	7,154	2.9%
Operating profit	592	278	112.9%
Profit before tax	597	281	112.5%
Shareholders' funds	5,674	5,215	8.8%
Current assets as % of current liabilities	483%	403%	

The result for the year was achieved by the ability to be flexible and adapt production quickly. The company has benefited from controlling overheads and the falling raw material costs but has been able to attract new business after the reduction in offshore work and the re-scheduling of some capital projects.

The investment of time and equipment to produce a new category of product in 2014 has provided access to additional markets.

### Future developments

The directors are expecting to maintain and improve on the current level of business but the fall in oil prices and some uncertainty in the construction sector will challenge us.

### Financial risk management policy

The company's principal financial instruments comprise cash and loans. Other financial assets and liabilities, such as trade creditors and trade debtors arise directly from the company's operating activities.

The main risks associated with the company's financial assets and liabilities are set out below. Given that the majority of the risks below are not considered significant and derive from normal trading activities, the company does not undertake any hedging activity. Significant financial risks are addressed on a case-by-case basis as and if they arise.

#### Interest rate risk

The company borrows using variable rate debt. The company is exposed to cash flow interest rate risk, but there is opportunity for the company to enjoy a reduction in borrowing costs in markets where rates are falling. In contrast, floating rate borrowings are exposed to cash flow risk as costs increase if market rates rise.

#### Price risk

The company does not deem the exposure to price changes in raw materials to be significant enough to consider hedging the cost of the materials.

#### Credit risk

Company policies are aimed at minimising such losses and require that deferred terms are only granted to customers who demonstrate appropriate credit worthiness. The company aims to maintain tight control of credit limits and cash collection targets in the future following some recent bad debt experience.

## Strategic report

### Liquidity risk

The company aims to mitigate liquidity risk by managing cash generated by its operations. Capital expenditure is approved by the directors. Flexibility is maintained by retaining surplus cash in readily accessible bank deposit accounts.

### Foreign currency risk

The company's principal transactions in foreign currency arise directly from operating activities. The main risk arises from movements in the Norwegian Kroner, Euro and Euro related exchange rates. The company does not consider the risk to be of such significance to warrant any hedging activity.

The strategic report was approved by the Board of Directors on <sup>6.6.16</sup>~~6.6.16~~ and signed on their behalf by:



Iain Pearson  
Director

## Directors' report

The directors present their report and financial statements for the year ended 30 September 2015.

The company has chosen in accordance with Section 414C(ii) of the Companies Act 2006 to set out in the company strategic report the following which the directors believe to be of strategic importance:

- Review of the business
- Future developments
- Financial risk management policy

### Dividends

No dividend has been paid during the year and the directors do not recommend a final dividend.

### Directors

The directors who served during the year were as follows:

Mr A G Thomsen  
Mr I Pearson  
Mr D Hill  
Mr S Barnes

### Going concern

The directors have maintained the going concern basis in preparing the annual report and financial statements because they have an expectation that the company has adequate resources to continue operating for the foreseeable future and the company will continue to pay its liabilities as they fall due for a period of at least 12 months from the date of the financial statements.

### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

By order of the Board



Iain Pearson  
Secretary

Date 6. 6. 16.

## Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report (including the Strategic Report and 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 which 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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# **Independent auditors' report**

**to the members of Thermal Transfer Technology Limited**

We have audited the financial statements of Thermal Transfer Technology Limited for the year ended 30 September 2015 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the Statement of Cash Flows, the Reconciliation of Net Cash Flow to Movement in Net Funds and the related notes 1 to 22. 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 auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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 Report and Financial Statements 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 30 September 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 the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# Independent auditors' report

to the members of Thermal Transfer Technology 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.



Darren Rutherford (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Newcastle upon Tyne

Date 7/6/16 .



## Profit and loss account

for the year ended 30 September 2015

	Notes	2015 £	2014 £
<b>Turnover</b>	3	7,358,998	7,154,209
Cost of sales		4,985,168	5,031,225
<b>Gross profit</b>		<u>2,373,830</u>	<u>2,122,984</u>
Distribution costs		207,909	211,799
Administrative expenses		1,573,863	1,633,673
		<u>1,781,772</u>	<u>1,845,472</u>
<b>Operating profit</b>	4	592,058	277,512
Interest receivable	7	5,271	3,567
<b>Profit on ordinary activities before taxation</b>		<u>597,329</u>	<u>281,079</u>
Tax charge on profit on ordinary activities	8	137,806	67,113
<b>Profit for the financial year</b>	18	<u><u>459,523</u></u>	<u><u>213,966</u></u>

All activities of the company are continuing.

## Statement of total recognised gains and losses

for the year ended 30 September 2015

There were no recognised gains or losses other than the profit attributable to shareholders of the company of £459,523 (2014: £213,966).

**Balance sheet**

at 30 September 2015

Registered no. 2754482

	Notes	2015 £	2014 £
<b>Fixed assets</b>			
Tangible assets	9	1,434,244	1,551,764
Investments	10	300	300
		<u>1,434,544</u>	<u>1,552,064</u>
<b>Current assets</b>			
Stocks	11	859,998	908,998
Debtors	12	2,655,591	2,492,359
Cash at bank and in hand	14	1,942,520	1,596,975
		<u>5,458,109</u>	<u>4,998,332</u>
<b>Creditors:</b> amounts falling due within one year	13	1,129,844	1,240,851
<b>Net current assets</b>		<u>4,328,265</u>	<u>3,757,481</u>
<b>Total assets less current liabilities</b>		<u>5,762,809</u>	<u>5,309,545</u>
<b>Provisions for liabilities</b>	16	88,404	94,663
		<u>5,674,405</u>	<u>5,214,882</u>
<b>Capital and reserves</b>			
Called up share capital	17	1,215,308	1,215,308
Profit and loss account	18	4,459,097	3,999,574
	18	<u>5,674,405</u>	<u>5,214,882</u>
<b>Shareholders' funds</b>			
Equity		4,460,097	4,000,574
Non-equity		1,214,308	1,214,308
		<u>5,674,405</u>	<u>5,214,882</u>

The financial statements were approved by the Board of Directors on 6/6-16 and signed on their behalf by:



A G Thomsen  
Director

## Statement of cash flows

for the year ended 30 September 2015

	Notes	2015 £	2014 £
<b>Net cash inflow from operating activities</b>	4(b)	461,814	762,015
<b>Returns on investments and servicing of finance</b>			
Interest received		5,271	3,567
<b>Net cash inflow from returns on investments and servicing of finance</b>		5,271	3,567
<b>Taxation</b>			
Corporation tax paid		(58,647)	(33,731)
<b>Capital expenditure</b>			
Payments to acquire tangible fixed assets		(62,893)	(135,545)
Receipts from sale of Tangible fixed assets		-	-
<b>Net cash outflow from capital expenditure</b>		(62,893)	(135,545)
<b>Financing</b>			
Repayment of loans	14	-	-
<b>Net cash outflow from financing</b>		-	-
<b>Increase in cash</b>	14	345,545	596,306
<b>Reconciliation of net cash flow to movement in net funds</b>			
Increase in cash in the year	14	345,545	596,306
Cash outflow from financing		-	-
Change in net funds for the year	14	345,545	596,306
Net funds at 1 October	14	1,591,975	995,669
Net funds at 30 September	14	1,937,520	1,591,975

## Notes to the financial statements

at 30 September 2015

### 1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

#### *Consolidation*

The company has not prepared group financial statements on the grounds that its subsidiaries have not traded and are immaterial to the group, and accordingly the financial statements present information about the company as an individual undertaking and not about its group.

### 2. Accounting policies

#### *Depreciation*

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Freehold buildings	-	over 40 years
Plant and machinery	-	over 10 years
Fixtures and Fittings	-	over 10 years
Computer equipment	-	over 5 years
Motor vehicles	-	over 5 years

The carrying values of fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable. The directors do not consider that there are any indicators of impairment in any of the company's tangible fixed assets in the current year.

#### *Stocks*

Stocks are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing each product to its present location and condition as follows:

Raw materials and goods for resale	-	purchase cost on a first-in, first-out basis
Work in progress	-	cost of direct materials and labour plus attributable overheads based on a normal level of activity.

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

#### *Research and development*

Research and development expenditure is written off as incurred.

#### *Operating lease rentals*

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

#### *Warranty provision*

The company makes a provision in respect of expected warranty costs on products sold during the past year. It is expected that most of these costs will be incurred in the next financial year. The warranty provision is included within other creditors within note 13.

## Notes to the financial statements

at 30 September 2015

### 2. Accounting policies (continued)

#### *Deferred taxation*

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

Deferred taxation assets are recognised only to the extent that the directors consider that is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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

#### *Foreign currencies*

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

#### *Pensions*

The company contributes to private pension schemes for its directors and employees. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the schemes.

### 3. Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties.

Turnover in relation to titanium contracts is recognised in stages as follows:

- 25% invoiced in advance based on approval of contract documentation
- 25% invoiced on acceptance of product testing
- 40% invoiced upon delivery of goods
- 10% invoiced on final completion

The turnover and pre-tax profit is attributable to one continuing activity, the manufacture of finned tube heat exchangers.

An analysis of turnover by geographical market is given below:

	2015	2014
	£	£
United Kingdom	4,413,687	4,550,080
Europe	2,887,721	2,195,348
Rest of the World	57,590	408,781
	<u>7,358,998</u>	<u>7,154,209</u>

## Notes to the financial statements

at 30 September 2015

### 4. Operating profit

a) This is stated after charging:

	2015	2014
	£	£
Auditors' remuneration – audit fees	14,400	14,400
– non-audit fees (taxation compliance services)	6,940	8,450
Depreciation of owned fixed assets	180,413	174,321
Loss on disposal of fixed assets	-	-
Exchange Loss	214,942	113,296
Operating lease rentals – freehold land	16,800	16,800

b) Reconciliation of operating profit to net cash inflow from operating activities:

	2015	2014
	£	£
Operating profit	592,058	277,512
Depreciation	180,413	174,321
(Increase)/decrease in debtors	(163,232)	266,872
Decrease/(increase) in stocks	49,000	(70,546)
(Decrease)/increase in creditors	(196,425)	113,856
Net cash inflow from operating activities	461,814	762,015

### 5. Directors' emoluments

The emoluments of the directors were as follows:

	2015	2014
	£	£
Emoluments (salaries and fees)	244,270	419,105
Estimated benefits in kind	35,710	45,987
Contributions to defined contribution pension scheme	32,269	30,987
	312,249	496,079

## Notes to the financial statements

at 30 September 2015

### 5. Directors' emoluments (continued)

The company contributes to private pension schemes for its directors as follows:

	2015 No.	2014 No.
Defined contribution pension scheme	4	4

The emoluments in respect of the highest paid director were as follows:

	2015 £	2014 £
Emoluments (salaries and fees)	103,586	251,297
Estimated benefits in kind	9,375	25,412
Contributions to defined contribution pension scheme	18,000	18,000
	<u>130,961</u>	<u>294,709</u>

### 6. Staff costs

	2015 £	2014 £
Wages, salaries and other employee benefits	1,779,569	2,004,310
Social security costs	142,192	146,931
Other pension costs	53,554	33,830
	<u>1,975,315</u>	<u>2,185,071</u>

The average monthly number of employees during the year was as follows:

	No.	No.
Administration	22	22
Manufacturing	74	75
	<u>96</u>	<u>97</u>

### 7. Interest receivable

	2015 £	2014 £
Bank interest receivable	576	69
Other interest receivable	4,695	3,498
	<u>5,271</u>	<u>3,567</u>

## Notes to the financial statements

at 30 September 2015

### 8. Taxation on profit on ordinary activities

#### a) Analysis of tax charge in the year

	2015	2014
	£	£
Current tax:		
UK corporation tax - current year	143,069	54,972
Corporation tax under provided in previous years	996	102
Total current tax charge (note 8(b))	144,065	55,074
Deferred tax:		
Origination and reversal of timing differences	(6,259)	12,470
Changes in recoverable amounts of deferred tax assets	-	(431)
Total deferred tax charge (note 16)	-	12,039
Tax charge on profit on ordinary activities	137,806	67,113

#### b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is different to the standard rate of corporation tax in the UK of 20.5% (2014: 22%).

The differences are reconciled below:

	2015	2014
	£	£
Profit on ordinary activities before tax	597,329	281,079
Profit on ordinary activities before tax at 20.5% (2014: 22%)	122,444	61,837
Effects of:		
Expenses not deductible for tax purposes	14,210	14,805
Decelerated/(accelerated) capital allowances	7,251	(12,303)
Other timing differences	(836)	(1,412)
Other differences	-	(1,588)
R&D enhanced deduction	-	(6,367)
Tax under provided in previous years	996	102
Total current tax (note 8(a))	144,065	55,074

#### c) Factors that may affect future tax charges

The standard rate of UK corporation tax reduced from 21% to 20% from 1 April 2015. A hybrid rate of 20.5% therefore applies to the current tax charge arising during the year ended 30 September 2015.

In addition to the change in rate of Corporation Tax identified above, further reductions in the rate to 19% from 1 April 2017 and 18% from 1 April 2020 have been substantively enacted after the balance sheet date. An announcement in the 2016 Budget also noted the intention to amend the rate from 1 April 2020 to 17%. Had these rates been enacted at the balance sheet date, the effect on the provision for deferred taxation would not have been material.



## Notes to the financial statements

at 30 September 2015

### 9. Tangible fixed assets

	<i>Freehold land and buildings</i>	<i>Motor vehicles</i>	<i>Fixtures and fittings</i>	<i>Plant and machinery</i>	<i>Computer equipment</i>	<i>Total</i>
	£	£	£	£	£	£
Cost:						
At 1 October 2014	2,148,548	41,797	138,523	2,483,716	93,191	4,905,775
Additions	-	7,000	15,234	40,659	-	62,893
Disposals	-	-	(7,375)	(1,453)	(13,110)	(21,938)
At 30 September 2015	2,148,548	48,797	146,382	2,522,922	80,081	4,946,730
Depreciation:						
At 1 October 2014	1,318,785	21,228	132,367	1,817,520	64,111	3,354,011
Provided during year	55,371	9,821	3,289	106,558	5,374	180,413
Disposals	-	-	(7,375)	(1,453)	(13,110)	(21,938)
At 30 September 2015	1,374,156	31,049	128,281	1,922,625	56,375	3,512,486
Net book value:						
At 30 September 2015	774,392	17,748	18,101	600,297	23,706	1,434,244
At 1 October 2014	829,763	20,569	6,156	666,196	29,080	1,551,764

Included in freehold land and buildings is land at a cost of £64,494 (2014: £64,494) which is not depreciated.

For the year ended 30 September 2008, freehold land and buildings were tested for impairment and were valued by Bradley Hall Chartered Surveyors on the basis of open market value, and a reduction in value was recorded. No further impairment testing has been required since that date.

## Notes to the financial statements

at 30 September 2015

### 10. Investments

	2015	2014
	£	£
Unquoted investments	300	300

The company owns 100% of the issued ordinary share capital of Stylecall Limited, 3T Coils Limited, and Willowscreen Limited, all unquoted dormant companies registered in England and Wales.

The company holds 89% of the issued share capital of Frigortek Cooling Systems ApS for a negligible amount. The interest of the company is held with a view to subsequent resale. The company has therefore taken the exemption in accordance with section 405 of the Companies Act 2006 not to prepare group financial statements.

### 11. Stocks

	2015	2014
	£	£
Raw materials and consumables	722,133	450,954
Work in progress	137,865	458,044
	859,998	908,998

The company held stock on a consignment basis at 30 September 2015 with a cost of £53,336 (2014: £74,062) which is not included in the balance sheet, and not invoiced by the supplier, until it is brought into use.

### 12. Debtors

	2015	2014
	£	£
Trade debtors	1,925,132	2,085,235
Other debtors	614,661	291,107
Prepayments and accrued income	115,798	116,017
	2,655,591	2,492,359

## Notes to the financial statements

at 30 September 2015

### 13. Creditors: amounts falling due within one year

	2015 £	2014 £
Current instalments due on other loans (note 15)	5,000	5,000
Trade creditors	706,948	752,012
Other taxes and social security	219,282	150,540
Corporation tax	140,390	54,972
Other creditors	16,155	26,133
Accruals	42,069	252,194
	<u>1,129,844</u>	<u>1,240,851</u>

Included within other creditors is a warranty provision of £16,139 (2014: £25,000).

### 14. Analysis of net debt

	<i>Cash at bank and in hand £</i>	<i>Debt due within one year £</i>	<i>Debt due after one year £</i>	<i>Total £</i>
At 30 September 2013	1,000,669	(5,000)	-	995,669
Cash flows	596,306	-	-	596,306
At 30 September 2014	1,596,975	(5,000)	-	1,591,975
Cash flows	345,545	-	-	345,545
At 30 September 2015	<u>1,942,520</u>	<u>(5,000)</u>	<u>-</u>	<u>1,937,520</u>

### 15. Loans

	2015 £	2014 £
Amounts repayable within one year other than by instalments (note 13)	5,000	5,000

Included within amounts repayable within one year other than by instalments is a loan from Tadora Holdings Limited at 2% per annum above base with no specified repayment date. The Tadora Holdings Limited loan is secured by a second legal charge by way of Chattel mortgages over certain of the company's plant and machinery.

## Notes to the financial statements

at 30 September 2015

### 16. Provision for liabilities and charges

The movements in deferred taxation during the current and previous years are as follows:

	2015 £	2014 £
At 1 October - liability	(94,663)	(82,624)
Charge for the year	6,259	(12,470)
Adjustment in respect of prior years	-	431
At 30 September – liability	<u>(88,404)</u>	<u>(94,663)</u>

Deferred taxation is provided in the financial statements as follows:

	Provided 2015 £	Provided 2014 £
Capital allowances in advance of depreciation	(97,810)	(104,884)
Short term timing differences	9,406	10,221
Deferred tax liability	<u>(88,404)</u>	<u>(94,663)</u>

### 17. Share capital

	2015 No.	Authorised 2014 No.	2015 £	Allotted, called up and fully paid 2014 £
Ordinary shares of £1 each	1,000,000	1,000,000	1,000	1,000
10% preference shares of £1 each	1,500,000	1,500,000	1,214,308	1,214,308
	<u>2,500,000</u>	<u>2,500,000</u>	<u>1,125,308</u>	<u>1,215,308</u>

The preference shares are non-voting and non-cumulative with respect to dividend entitlement. The company has no contractual obligation to redeem the preference shares.

## Notes to the financial statements

at 30 September 2015

### 18. Reconciliation of shareholders' funds and movement on reserves

	<i>Share capital £</i>	<i>Profit and loss account £</i>	<i>Total Shareholders funds £</i>
At 30 September 2013	1,215,308	3,785,608	5,000,916
Profit for the year	-	213,966	213,966
At 30 September 2014	1,215,308	3,999,574	5,214,882
Profit for the year	-	459,523	459,523
At 30 September 2015	1,215,308	4,459,097	5,674,405

### 19. Pension commitments

The company contributes to private pension schemes for its directors and employees. The assets of the schemes are held separately from those of the company in independently administered funds.

### 20. Ultimate parent undertaking

The ultimate parent undertaking and controlling party at 30 September 2015 was Three-T Jersey Limited, a company incorporated in Jersey. Three-T Jersey Limited is owned by a Jersey resident trust.

### 21. Other financial commitments

The company entered into an operating lease agreement during 1999 with a personal pension fund of which Mr A G Thomsen director of the company, is a member. The pension fund leases land to the company for an annual rental of £16,800 under a 25 year lease agreement. The amount paid during the year was £16,800 (2014: £16,800).

### 22. Related parties

During the year the company entered into the following transactions with related parties as defined by Financial Reporting Standard 8:

#### (a) Loans to directors

At the year end the company was owed the following amounts from directors of the company:

A G Thomsen	£334,471
I Pearson	£3,836
S Barnes	£4,162
D Hill	£Nil

There are no formal terms of repayment of these current accounts. The maximum total outstanding balance due to the company during the year was £343,835 (2014: £108,622).

## Notes to the financial statements

at 30 September 2015

### 22. Related parties (continued)

#### (b) Other related parties

During the year, sales of £220,699 (2014: £131,515) were made to Frigortek Cooling Systems ApS. At 30 September 2015, £190,659 (2014: £68,614) was due from Frigortek Cooling Systems ApS included within trade receivables.

There are no outstanding balances with Espresso Systems ApS and Enluco Ltd at the year end.

At 30 September 2015, £258,804 (2014: £159,757) was due from Frigortek Cooling Systems ApS included within other debtors (note 12) in relation to a cash advance made to Frigortek Cooling Systems ApS during the year.

In the opinion of the directors, the company and its directors do not exercise control over Enluco Limited (owned by Tadora Holdings Limited), and Espresso Systems ApS and as such these entities are not accounted for as subsidiary or associated undertakings in these financial statements.