Registered number: 03737163

# **BROCKHOUSE GROUP LIMITED**

# DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

MONDAY



18/12/2017 COMPANIES HOUSE

# **COMPANY INFORMATION**

DIRECTORS

C Hutton - Penman (Chairman)

P F Davies S H Walters S J Chilvers

A Baldassarra (resigned 13 October 2017)

**COMPANY SECRETARY** 

S H Walters

**REGISTERED NUMBER** 

03737163

**REGISTERED OFFICE** 

**Howard Street** 

Hill Top

West Bromwich West Midlands B70 OSN

**INDEPENDENT AUDITOR** 

Crowe Clark Whitehill LLP Black Country House Rounds Green Road

Oldbury West Midlands B69 2DG

**BANKERS** 

HSBC Bank plc 3 Trinity Court Broadlands Wolverhampton WV10 6UH

**SOLICITORS** 

George Green & Co 195 High Street Cradley Heath Warley West Midlands

B64 5HW

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# DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2017

The directors present their report and the financial statements for the year ended 31 March 2017.

# **DIRECTORS' RESPONSIBILITIES STATEMENT**

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements and then apply them consistently;
- make judgments 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 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.

# **RESULTS AND DIVIDENDS**

The loss for the year, after taxation, amounted to £864,947 (2016 - loss £382,816).

# **DIRECTORS**

The directors who served during the year were:

C Hutton - Penman (Chairman)

P F Davies

S H Walters

S J Chilvers

A Baldassarra (resigned 13 October 2017)

# **DISCLOSURE OF INFORMATION TO AUDITOR**

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2017

# **POST BALANCE SHEET EVENTS**

There have been no significant events affecting the Company since the year end.

# **AUDITOR**

The auditor, Crowe Clark Whitehill LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

# **SMALL COMPANIES NOTE**

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 13 December 2017 and signed on its behalf.

S H Walters

Director

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BROCKHOUSE GROUP LIMITED

We have audited the financial statements of Brockhouse Group Limited for the year ended 31 March 2017, set out on pages 5 to 16. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 on page 1, 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 Financial Reporting Council's Ethical Standards for Auditors.

#### SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

# **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 March 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with those financial statements and this report has been prepared in accordance with applicable legal requirements.

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BROCKHOUSE GROUP 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 take advantage of the small companies' exemption from the requirement to prepare a Strategic report.

Johnathan Dudley (Senior statutory auditor)

for and on behalf of Crowe Clark Whitehill LLP

**Statutory Auditor** 

Black Country House Rounds Green Road Oldbury West Midlands B69 2DG

13 December 2017

# STATEMENT OF INCOME AND RETAINED EARNINGS - FOR THE YEAR ENDED 31 MARCH 2017

•	Note	2017 £	2016 £
Turnover		4,379,025	7,608,045
Cost of sales		(4,535,389)	(7,100,257)
GROSS (LOSS)/PROFIT		(156,364)	507,788
Distribution costs		(341,119)	(524,874)
Administrative expenses		(389,725)	(434,050)
Exceptional administrative expenses		(64,463)	(51,665)
OPERATING LOSS		(951,671)	(502,801)
Interest receivable and similar income		-	247
Interest payable and expenses		(23,955)	(10,643)
LOSS BEFORE TAX		(975,626)	(513,197)
Tax on loss		110,679	130,381
LOSS AFTER TAX		(864,947)	(382,816)
Retained earnings at the beginning of the year		(427,390)	(44,574)
		(427,390)	(44,574)
Loss for the year		(864,947)	(382,816)
RETAINED EARNINGS AT THE END OF THE YEAR		(1,292,337)	(427,390)
The notes on pages 7 to 16 form part of these financial statements.		<u></u>	

# BROCKHOUSE GROUP LIMITED REGISTERED NUMBER: 03737163

# BALANCE SHEET AS AT 31 MARCH 2017

	Note		2017 £		2016 £
FIXED ASSETS					
Tangible assets	6		2,128,830		2,122,610
Investments	7		1	_	1
			2,128,831		2,122,611
CURRENT ASSETS					
Stocks	8	677,818		842,579	
Debtors: amounts falling due within one year	9	793,570		668,349	
Cash at bank and in hand	10	3,913		131,970	
		1,475,301		1,642,898	
Creditors: amounts falling due within one year	11	(1,924,696)		(1,306,613)	
NET CURRENT (LIABILITIES)/ASSETS			(449,395)		336,285
TOTAL ASSETS LESS CURRENT LIABILITIES		-	1,679,436	-	2,458,896
Creditors: amounts falling due after more than one year PROVISIONS FOR LIABILITIES	12		(421,773)		(225,607)
Deferred tax		-		(110,679)	
			<u>-</u>		(110,679)
NET ASSETS		·	1,257,663	-	2,122,610
CAPITAL AND RESERVES			-		
Called up share capital			900,000		900,000
Share premium account			1,650,000		1,650,000
Profit and loss account		_	(1,292,337)	_	(427,390)
		_	1,257,663	_	2,122,610

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 13 December 2017.

S H Walters Director

The notes on pages 7 to 16 form part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

#### 1. GENERAL INFORMATION

The principal activity of the company is the manufacture and supply of drop and upset forgings to the mining, off highway and general engineering industries complemented by sub-contract machining facilities.

Brockhouse Group Limited is a private limited company, limited by shares, (registration number: 03737163), which is registered and domiciled in England and Wales. The address of the registered office is Howard Street, Hill Top, West Bromwich, West Midlands, B70 7JJ.

# 2. ACCOUNTING POLICIES

# 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

#### 2.2 Going concern

After reviewing the company's forecasts and projections, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The compnay therfore continues to adopt the going concern basis in preparing the financial statements.

#### 2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

# Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

# 2.4 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

# 2. ACCOUNTING POLICIES (CONTINUED)

# 2.4 Tangible fixed assets (continued)

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold buildings - 2.5 - 10%
Plant and equipment - 5 - 50%
Motor vehicles - 33%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of income and retained earnings.

#### 2.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

# 2.6 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a weighted averagebasis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

#### 2.7 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

# 2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### 2.9 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

# 2. ACCOUNTING POLICIES (CONTINUED)

# 2.9 Financial instruments (continued)

asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

#### 2.10 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 2.11 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the Statement of income and retained earnings at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of income and retained earnings in the same period as the related expenditure.

# 2.12 Foreign currency translation

# Functional and presentation currency

The Company's functional and presentational currency is GBP.

# **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of income and retained earnings except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of income and retained earnings within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of income and retained earnings within 'other operating income'.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

# 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.13 Finance costs

Finance costs are charged to the Statement of income and retained earnings over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### 2.14 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Statement of income and retained earnings 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 lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

The Company has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of transition to the standard 01 April 2015 to continue to be charged over the period to the first market rent review rather than the term of the lease.

# 2.15 Pensions

# Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of income and retained earnings when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

# 2.16 Interest income

Interest income is recognised in the Statement of income and retained earnings using the effective interest method.

# 2.17 Borrowing costs

All borrowing costs are recognised in the Statement of income and retained earnings in the year in which they are incurred.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

# 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.18 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of income and retained earnings in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

#### 2.19 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of income and retained earnings, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

# 2.20 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

# 2. ACCOUNTING POLICIES (CONTINUED)

# 3. AUDITOR'S REMUNERATION

	2017 £	2016 £
Fees payable to the Company's auditor and its associates for audit of the Company's annual accounts	11,350	11,000

# 4. EMPLOYEES

The average monthly number of employees, including directors, during the year was 70 (2016 - 86).

# 5. EXCEPTIONAL ITEMS

	2017 £	2016 £
Redundancy	19,365	51,665
Refinancing costs	45,098	-
	64,463	51,665
	<del></del>	

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

6.	TANGIBLE FIXED ASSETS	•		
		Freehold land and buildings £	Plant and machinery £	Total £
	COST OR VALUATION At 1 April 2016 Additions Disposals	1,054,626 - -	6,951,615 242,303 (72,000)	8,006,241 242,303 (72,000)
	At 31 March 2017	1,054,626	7,121,918	8,176,544
	DEPRECIATION At 1 April 2016 Charge for the year on owned assets Disposals	491,571 15,107 -	5,392,060 220,976 (72,000)	5,883,631 236,083 (72,000)
	At 31 March 2017	506,678	5,541,036	6,047,714
	NET BOOK VALUE			
	At 31 March 2017	547,948	1,580,882	2,128,830
	At 31 March 2016	563,055	1,559,555	2,122,610
7.	FIXED ASSET INVESTMENTS			
				Investments in subsidiary companies £
	COST OR VALUATION At 1 April 2016			1
	At 31 March 2017			1
	NET BOOK VALUE			
	At 31 March 2017			1
	At 31 March 2016			1

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

8.	STOCKS		
		2017 £	2016 £
	Raw materials and consumables	170,864	253,213
	Work in progress	477,916	550,382
	Finished goods and goods for resale	29,038	38,984
		677,818	842,579
9.	DEBTORS		
		2017 £	2016 £
	Tue de debtese		
	Trade debtors Other debtors	690,611 22,715	491,871 82,660
	Prepayments and accrued income	80,244	93,818
	Frepayments and accided income		
		793,570 ————	668,349
10.	CASH AND CASH EQUIVALENTS		
		2017	2016
		£	£
	Cash at bank and in hand	3,913	131,970
11.	CREDITORS: Amounts falling due within one year		
		2017	2016
		£	£
	Bank loans	75,000	-
	Trade creditors	656,162	783,003
	Amounts owed to group undertakings	326,990	91,956
	Other taxation and social security	44,353	53,083
	Obligations under finance lease and hire purchase contracts	91,542	63,953
	Other creditors	417,928	6,481
	Accruals and deferred income	312,721	308,137
		1,924,696	1,306,613

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

# 12. CREDITORS: Amounts falling due after more than one year

	2017 £	2016 £
Bank loans	200,000	-
Net obligations under finance leases and hire purchase contracts	165,508	132,898
Accruals and deferred income	56,265	92,709
	421,773	225,607

# **Secured loans**

The bank loans and overdraft are secured by unlimited cross guarantees between the company and its subsidaries and fixed and floating charges over the assets of the company. The Invoice discounting balance is secured by charges over the associated trade debtors.

# 13. LOANS

Analysis of the maturity of loans is given below:

	2017 £	2016 £
AMOUNTS FALLING DUE WITHIN ONE YEAR		
Bank loans AMOUNTS FALLING DUE 1-2 YEARS	75,000	-
Bank loans AMOUNTS FALLING DUE 2-5 YEARS	75,000	-
Bank loans	125,000	<del>-</del>
	275,000	<u>-</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 £39,152 (2016: £63,691). Contributions totalling £8,505 (2016: £9,471) were payable to the fund at the balance sheet date.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

#### 15. RELATED PARTY TRANSACTIONS

During the year the company made purchases from Original Steel Services Limited, the parent company of £4,430 (2016:£76,233) and sales of £Nil (2016:£5,000). The balance outstanding at the year end owed to Original Steel Services was £Nil (2016: £Nil). The balance due to Original Steel Services Limited at the year end was £Nil (2016:£Nil).

During the year the company made purchases from D&J Steels Limited, a 100% subsidary of Original Steel Services Limited of £834,167 (2016:£1,324,026). The balance outstanding at the year end was £326,990 (2016:£91,956).

#### 16. CONTROLLING PARTY

The company's ultimate parent undertaking is Original Steel Services Limited, which owns 74.25% of the voting rights in the company. The group accounts of Original Steel Services Limited can be obtained from Companies House, Crown Way, Cardiff.

Consolidated financial statements are produced by Original Steel Services Limited, the address of the registered office is Bromford Buildings, Bromford Lane, West Bromwich, West Midlands, B70 7JJ.