

Met-Clad Contracts (UK) Limited

Registered number: 04118321

Director's report and financial statements

For the year ended 30 November 2018



MET-CLAD CONTRACTS (UK) LIMITED

COMPANY INFORMATION

Director	M S Village
Registered number	04118321
Registered office	Hazelford Way Newstead Village Nottingham NG15 0DQ
Business address	Hazelford Way Newstead Village Nottingham NG15 0DQ
Independent auditor	Mazars LLP Chartered Accountants & Statutory Auditor 6 Dominus Way Meridian Business Park Leicester LE19 1RP

MET-CLAD CONTRACTS (UK) LIMITED

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MET-CLAD CONTRACTS (UK) LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 30 NOVEMBER 2018

The director presents his report and the financial statements for the year ended 30 November 2018.

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Director

The director who served during the year was:

M S Village

Political outlook

The directors recognise that there are a number of challenges in both the current economic and political environments, but commit to continuing to manage the company in a prudent manner to best safeguard the present situation and capitalise when new opportunities arise.

Disclosure of information to auditor

The director at the time when this Director's Report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- he 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.

Auditor

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

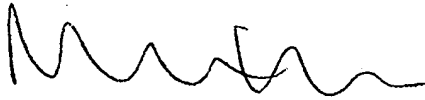
MET-CLAD CONTRACTS (UK) LIMITED

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 30 NOVEMBER 2018**

Small companies note

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

This report was approved by the board on 11 July 2019 and signed on its behalf.

A handwritten signature in black ink, consisting of a series of loops and waves, representing the name M S Village.

M S Village
Director

MET-CLAD CONTRACTS (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MET-CLAD CONTRACTS (UK) LIMITED

Opinion

We have audited the financial statements of Met-Clad Contracts (UK) Limited (the 'Company') for the year ended 30 November 2018, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 November 2018 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The impact of uncertainties due to Britain exiting the European Union on our audit

The directors' view on the impact of Brexit is disclosed on page 1.

The terms on which the United Kingdom may withdraw from the European Union, are not clear, and it is therefore not currently possible to evaluate all the potential implications to the Company's trade, customers, suppliers and the wider economy.

We considered the impact of Brexit on the Company as part of our audit procedures, applying a standard firm wide approach in response to the uncertainty associated with the Company's future prospects and performance.

However, no audit should be expected to predict the unknowable factors or all possible implications for the Company and this is particularly the case in relation to Brexit.

MET-CLAD CONTRACTS (UK) LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MET-CLAD CONTRACTS (UK) LIMITED
(CONTINUED)**

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The director is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's Report has been prepared in accordance with applicable legal requirements.

MET-CLAD CONTRACTS (UK) LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MET-CLAD CONTRACTS (UK) LIMITED
(CONTINUED)**

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's Report.

We have nothing to report in respect of the following matters in relation to which 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Director's Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Director's Responsibilities Statement on page 1, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

MET-CLAD CONTRACTS (UK) LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MET-CLAD CONTRACTS (UK) LIMITED
(CONTINUED)**

Use of the audit report

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.

Stephen English (Senior Statutory Auditor)

for and on behalf of

Mazars LLP

Chartered Accountants and Statutory Auditor

6 Dominus Way
Meridian Business Park
Leicester
LE19 1RP

Date: 11 July 2019

MET-CLAD CONTRACTS (UK) LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 NOVEMBER 2018**

	Note	2018 £	2017 £
Turnover		260,000	49,000
Gross profit		<u>260,000</u>	<u>49,000</u>
Tax on profit		(30,369)	-
Profit and other comprehensive income for the financial year		<u><u>229,631</u></u>	<u><u>49,000</u></u>

There were no recognised gains and losses for 2018 or 2017 other than those included in the statement of comprehensive income.

The notes on pages 10 to 15 form part of these financial statements.

MET-CLAD CONTRACTS (UK) LIMITED
REGISTERED NUMBER: 04118321

BALANCE SHEET
AS AT 30 NOVEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Investment property	6	675,000	470,000
Creditors: amounts falling due within one year	7	(3,573,599)	(3,628,599)
Net current liabilities		(3,573,599)	(3,628,599)
Provisions for liabilities			
Deferred tax	9	(30,369)	-
		(30,369)	-
Net liabilities		<u>(2,928,968)</u>	<u>(3,158,599)</u>
Capital and reserves			
Called up share capital	10	1,018	1,018
Profit and loss account		(2,929,986)	(3,159,617)
		<u>(2,928,968)</u>	<u>(3,158,599)</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 11 July 2019.



M S Village
Director

The notes on pages 10 to 15 form part of these financial statements.

MET-CLAD CONTRACTS (UK) LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 NOVEMBER 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 December 2016	1,018	(3,208,617)	(3,207,599)
Comprehensive income for the year			
Profit for the year	-	49,000	49,000
At 1 December 2017	1,018	(3,159,617)	(3,158,599)
Comprehensive income for the year			
Profit for the year	-	229,631	229,631
At 30 November 2018	1,018	(2,929,986)	(2,928,968)

The notes on pages 10 to 15 form part of these financial statements.

MET-CLAD CONTRACTS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2018

1. General information

Met-Clad Contracts (UK) Limited is a limited liability company limited by shares and incorporated in England. The registered office is noted on the company information page. The principal activity of the company during the year continued to be that of a property holding company.

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 Financial Reporting Standard 102 ("FRS 102") the Reporting Standard in the UK and the Republic of Ireland and the Companies Act 2006.

The financial statements are presented in Sterling (£).

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).

This information is included in the consolidated financial statements of Met-Clad Contracts Group Limited as at 30 November 2018 and these financial statements may be obtained from Companies House.

2.3 Going concern

Notwithstanding net liabilities and net current liabilities at the year end, the company's financial statements have been prepared on a going concern basis. This is on the basis that group support relating to repayment of the intercompany debt will be available and the company will not be asked to repay this debt until it is in a financial position to do so.

MET-CLAD CONTRACTS (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2018**

2. Accounting policies (continued)**2.4 Turnover**

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover 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 turnover is recognised:

Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

Turnover also includes changes in fair value of investment property (see 2.6).

2.5 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, 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.

MET-CLAD CONTRACTS (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2018**

2. Accounting policies (continued)**2.6 Investment property**

Investment property is carried at fair value determined by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in turnover in the Statement of Comprehensive Income.

2.7 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.

2.8 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 Comprehensive Income 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.

2.9 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, and loans to related parties.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, management is required to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There are no sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements.

MET-CLAD CONTRACTS (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2018**

4. Auditor's remuneration

The cost of the audit has been borne elsewhere within the Group.

5. Employees

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

	2018 No.	2017 No.
Director	1	1

6. Investment property

	Freehold investment property £
Valuation	
At 1 December 2017	470,000
Surplus on revaluation	205,000
At 30 November 2018	675,000

The 2018 valuations were conducted by Fisher Hargreaves Proctor Limited, on an open market value for existing use basis.

If the investment property had been accounted for under the historic cost accounting rules, the properties would have been measured as follows:

	2018 £	2017 £
Historic cost	399,958	399,958
Accumulated depreciation and impairments	(45,642)	(37,643)
	354,316	362,315

7. Creditors: Amounts falling due within one year

	2018 £	2017 £
Amounts owed to group undertakings	3,573,599	3,628,599

MET-CLAD CONTRACTS (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2018**

8. Financial instruments

	2018 £	2017 £
Financial liabilities		
Other financial liabilities measured at fair value through profit or loss	3,579,599	3,628,599

Financial liabilities that are debt instruments measured at amortised cost comprise amounts owed to group undertakings.

9. Deferred taxation

	2018 £
Charged to profit or loss	(30,369)
At end of year	(30,369)

The deferred taxation balance is made up as follows:

	2018 £	2017 £
Fair value movements	(30,369)	-
	(30,369)	-

10. Share capital

	2018 £	2017 £
Shares classified as equity		
Allotted, called up and fully paid		
10,000 Ordinary shares of £0.10 each	1,000	1,000
1,800 Preference shares of £0.01 each	18	18
	1,018	1,018

MET-CLAD CONTRACTS (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2018**

10. Share capital (continued)

The ordinary shares hold full dividend and voting rights.

The preference shares are non-redeemable and have the right to receive dividends but have no voting rights and no right to distribution on wind-up of the Company.

11. Contingent liabilities

The company is party to a cross guarantee relating to the Met-Clad Contracts Group Limited total bank borrowing of £NIL (2017: £716,394).

12. Related party transactions

The Company has taken advantage of the exemptions available in accordance with Financial Reporting Standard 102 not to disclose transactions entered into with other group companies, as the company is a wholly owned subsidiary of the Group.

Key management personnel are remunerated elsewhere within the Group.

13. Immediate and ultimate parent undertaking and controlling party

The immediate and ultimate parent undertaking is Met-Clad Contracts Group Limited, a company registered in England & Wales.

The smallest and largest group in which these accounts are consolidated is the group headed by Met-Clad Contracts Group Limited, copies of whose financial statements may be obtained from the Registrar of Companies.

The company is controlled by M S Village by virtue of his controlling interest in the issued equity share capital of the immediate and ultimate parent company Met-Clad Contracts Group Limited.