

Registration number: 04250748

# Foseco (UK) Limited

Annual Report and Unaudited Financial Statements

*for the Year Ended 31 December 2017*



## **Foseco (UK) Limited**

### **Company Information**

<b>Directors</b>	HJ Knowles
	SC Upcott
	IJ Lawson
<b>Company secretary</b>	J Smith
<b>Registered office</b>	165 Fleet Street
	London
	EC4A 2AE
<b>Registration number</b>	04250748
<b>Incorporated</b>	a Private Limited Company incorporated in England & Wales

**Foseco (UK) Limited**

**Directors' Report for the Year Ended 31 December 2017**

The Directors present their report and the unaudited financial statements for the year ended 31 December 2017.

**Directors of the company**

The Directors who held office during the year were as follows:

HJ Knowles

SC Upcott

IJ Lawson (appointed 5 April 2017)

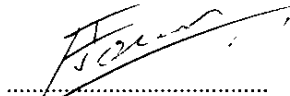
**Dividends**

The Directors do not recommend payment of a final dividend (2016: £nil).

**Political and charitable donations**

The Company made no political or charitable donations or incurred any political expenditure during the year.

Approved by the Board on 12 September 2018 and signed on its behalf by:



.....  
IJ Lawson  
Director

## Foseco (UK) Limited

### Profit and Loss Account for the Year Ended 31 December 2017

	Note	2017 £ 000	2016 £ 000
Operating profit/(loss)		-	-
Income from shares in group undertakings		<u>129</u>	<u>141</u>
Profit before tax		129	141
Tax on profit on ordinary activities	4	<u>-</u>	<u>-</u>
Profit for the year		<u><u>129</u></u>	<u><u>141</u></u>

The above results were derived from continuing operations.

**Foseco (UK) Limited**  
**(Registration number: 04250748)**  
**Balance Sheet as at 31 December 2017**

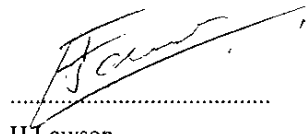
	Note	2017 £ 000	2016 £ 000
<b>Non current assets</b>			
Investments	5	18,687	18,687
Debtors	6	<u>19,752</u>	<u>19,752</u>
		38,439	38,439
<b>Current assets</b>			
Cash at bank and in hand		<u>10</u>	<u>8</u>
Total assets less current liabilities		38,449	38,447
<b>Creditors: Amounts falling due after more than one year</b>			
Creditors	7	<u>(728)</u>	<u>(855)</u>
Net assets		<u>37,721</u>	<u>37,592</u>
<b>Capital and reserves</b>			
Called up share capital	8	1	1
Share premium reserve		35,238	35,238
Profit and loss account		<u>2,482</u>	<u>2,353</u>
Shareholders' funds		<u>37,721</u>	<u>37,592</u>

For the financial year ended 31 December 2017 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006; and
- The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 12 September 2018 and signed on its behalf by:



.....  
IJ Lawson  
Director

## Foseco (UK) Limited

### Statement of Changes in Equity for the Year Ended 31 December 2017

	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2017	1	35,238	2,353	37,592
Profit for the year	-	-	129	129
Total comprehensive income	-	-	129	129
At 31 December 2017	1	35,238	2,482	37,721
	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2016	1	35,238	2,212	37,451
Profit for the year	-	-	141	141
Total comprehensive income	-	-	141	141
At 31 December 2016	1	35,238	2,353	37,592

The notes on pages 6 to 11 form an integral part of these financial statements.

## **Foseco (UK) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2017**

#### **1 General information**

Foseco (UK) Limited (the 'Company') is a private company limited by share capital, incorporated and domiciled in England & Wales.

The address of its registered office is:  
165 Fleet Street  
London  
EC4A 2AE

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Determining the carrying amount of some assets and liabilities requires the estimation of the effect of uncertain future events. The major sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amounts of assets or liabilities are noted below.

##### *Impairment and valuation of investments*

Investments in subsidiaries are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is determined based on the fair value prepared on the basis of management's assumptions and estimates.

##### **Basis of preparation**

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006. The amendments to FRS 101 (2016/17 Cycle) issued in July 2017 which are effective for the year-ended 31 December 2017 have been applied. The financial statements have been prepared under the historical cost convention.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The Company has split out the amounts owed by/to Group undertakings into current and non-current, to be in line with the expected repayment time frame.

The Company's parent undertaking, Vesuvius plc includes the Company in its consolidated financial statements. Therefore the Company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements. The consolidated financial statements of Vesuvius plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from 165 Fleet Street, London EC4A 2AE.

## **Foseco (UK) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2017**

#### **Summary of disclosure exemptions**

- A Cash Flow Statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### **Going concern**

The directors consider that the Company has adequate resources to continue in operational existence for a period of 12 months from the date of signing of these accounts. Accordingly, they continue to adopt a going concern basis in preparing the financial statements of the Company.

#### **Foreign currency transactions and balances**

The financial statements are presented in 'Pounds Sterling (£)', which is also the Company's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the Profit and Loss Account under 'Other interest receivable and similar income' and 'Other interest payable and similar charges' respectively.

#### **Tax**

Tax expense represents the sum of current tax and deferred tax. Current and deferred tax are recognised in the Profit or Loss Account except to the extent that they relate to items charged or credited in the Statement of Comprehensive Income or Statement of Changes in Equity, in which case the associated tax is also recognised in those statements. In arriving at its current tax charge, the Company also makes careful assessment of the likely impact of tax law changes.

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

#### **Investments**

Shares in subsidiaries and loans to subsidiaries are stated at cost less any impairment in value.



## Foseco (UK) Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2017

#### Impairment of non-financial assets

The Directors regularly review the performance of the business and the external business environment to determine whether there is any indication that the Company's tangible and intangible assets have suffered an impairment loss. If such indication exists, the higher of the value in use and the fair value less costs to sell of the asset is estimated and compared with the carrying value in order to determine the extent, if any, of the impairment loss. For the purpose of impairment testing, the recoverable amount of an asset is the higher of (i) its fair value less costs to sell and (ii) its value in use. An impairment loss recognised for goodwill is not reversed in a subsequent period. An impairment loss recognised in a prior year for an asset other than goodwill may be reversed where there has been a change in the estimates used to measure the asset's recoverable amount since the impairment loss was recognised.

#### 3 Operating profit

The Company had no employees during the year (2016: nil). The Directors received remuneration of £nil (2016: £nil) in respect of services to the Company during the year.

#### 4 Income tax

Tax charged in the income statement:

	2017 £ 000	2016 £ 000
Total current income tax	-	-

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2016: lower than the standard rate of corporation tax in the UK) of 19.25% (2016: 20%).

The differences are reconciled below:

	2017 £ 000	2016 £ 000
Profit before tax	129	141
Corporation tax at standard rate	25	28
Decrease from effect of revenues exempt from taxation	(25)	(28)
Total tax charge/(credit)	-	-

Further UK corporation tax rate reductions to 19% from 1 April 2017 and 17% from 1 April 2020 were substantively enacted on 6 September 2016.

## Foseco (UK) Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2017

#### 5 Investments

Subsidiaries	£ 000
<b>Cost or valuation</b>	
At 1 January 2017	18,687
At 31 December 2017	18,687
<b>Carrying amount</b>	
At 31 December 2017	18,687
At 31 December 2016	18,687

The subsidiaries of Foseco (UK) Limited and the countries in which they are incorporated are set out below. The share capital of those marked with \* was directly owned by Foseco (UK) Limited at 31 December 2017. As with Foseco (UK) Limited, all of the companies listed below have a 31 December year-end.

Details of the subsidiaries as at 31 December 2017 whose share capital was wholly or partially owned by Foseco (UK) Limited or a company within the Vesuvius plc Group are as follows:

Name of subsidiary	Country	Registered office
Foseco (FS) Limited	England & Wales	1 Midland Way, Central Park, Barlborough Links, Derbyshire, S43 4XA, United Kingdom
Foseco (GB) Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco (MRL) Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco (RUL) Limited *	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Foundry (China) Limited	China	Room 819, Shekou Zhaoshang building, Nanshan District, Shenzhen, China.
Foseco Holding International Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Industrial e Comercial Ltda	Brazil	Km 15, Rodovia Raposo Tavares, Butanta Cep, Sao Paulo, 05577-100, Brazil
Foseco India Limited	India	922/923, Gat, Sanaswadi, Taluka, Shirur, Pune, 412208, India

## Foseco (UK) Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2017

Name of subsidiary	Country	Registered office
Foseco Overseas Limited *	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Steel (Holdings) China Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Steel (UK) Limited *	England & Wales	1 Midland Way, Central Park, Barlborough Links, Derbyshire, S43 4XA, United Kingdom
Foseco Technology Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Foseco Transnational Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Minerals Separation Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
PT Foseco Indonesia	Indonesia	2/5, Jalan Rawagelam, Kawasan Industry, Pulogadung, Jakarta Timur, 13930, Indonesia
PT Foseco Trading Indonesia	Indonesia	2/5, Jalan Rawagelam, Kawasan Industry, Pulogadung, Jakarta Timur, 13930, Indonesia
Tamworth UK Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Unicorn Industries Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius Mexico S.A. de C.V. *	Mexico	Av. Ruiz Cortinez, Num. 140, Colonia Jardines de San Rafael, Guadalupe, Nuevo León, CP 67119, Mexico

#### 6 Trade and other debtors

	2017 £ 000	2016 £ 000
Amounts owed by group undertaking (non-current)	<u>19,752</u>	<u>19,752</u>

#### 7 Trade and other payables

	2017 £ 000	2016 £ 000
Amounts owed to group undertakings (non-current)	<u>728</u>	<u>855</u>

## **Foseco (UK) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2017**

#### **8 Share capital**

##### **Allotted, called up and fully paid shares**

	<b>2017</b>		<b>2016</b>	
	<b>No. 000</b>	<b>£ 000</b>	<b>No. 000</b>	<b>£ 000</b>
Ordinary Shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

The Company only has one class of shares in issue, Ordinary Shares. All shareholders enjoy the same rights in relation to these shares, including rights in relation to voting at general meetings of the Company, distribution of dividends and repayment of capital.

#### **9 Related party transactions**

As the Company is a wholly owned subsidiary of Vesuvius plc, the Company has taken advantage of the exemption contained in FRS 101 and has therefore not disclosed transactions or balances with entities which form part of the Vesuvius plc group.

#### **10 Parent and ultimate parent undertaking**

The Company's immediate parent is Foseco Holding Limited.

The most senior parent entity producing publicly available financial statements is Vesuvius plc. These financial statements are available upon request from the Company Secretary, Vesuvius plc, 165 Fleet Street, London EC4A 2AE.