Registered number: 01610309

ACTION-SEALTITE LIMITED

FINANCIAL STATEMENTS

INFORMATION FOR FILING WITH THE REGISTRAR

FOR THE YEAR ENDED 31 DECEMBER 2020

ACTION-SEALTITE LIMITED REGISTERED NUMBER: 01610309

BALANCE SHEET AS AT 31 DECEMBER 2020

	Note		2020 £		2019 £
Fixed assets					
Tangible assets	4		279,104		385,585
Investments	5		7		7
Deferred tax asset			-		3,360
		_	279,111	-	388,952
Current assets					
Stocks	6	630,297		745,303	
Debtors: amounts falling due within one year	7	800,959		923,758	
Cash at bank and in hand	8	206,204		413,911	
	-	1,637,460	-	2,082,972	
Creditors: amounts falling due within one year	9	(805,862)		(847,422)	
Net current assets	-		831,598		1,235,550
Creditors: amounts falling due after more than one year	10		(107,168)		(245,263)
Provisions for liabilities					
Deferred taxation	11	(7,832)		-	
Provisions	13	(63,000)		-	
		_		-	
Net assets		_	932,709	=	1,379,239
Capital and reserves					
Called up share capital	14		1,000		1,000
Share premium account	15		14,850		14,850
Capital contribution reserve	15		150		150
Profit and loss account	15		916,709		1,363,239
		=	932,709	-	1,379,239

ACTION-SEALTITE LIMITED REGISTERED NUMBER: 01610309

BALANCE SHEET (CONTINUED) AS AT 31 DECEMBER 2020

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

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with 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 23 July 2021.

P Robinson

Director

The notes on pages 3 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. General information

Action-Sealtite Limited is a private limited company incorporated and domiciled in the United Kingdom. The address of the registered office is 2 Chawley Park, Cumnor Hill, Oxford, OX2 9GG. The principal activity of the Company in the year under review was that of the distribution and manufacture of industrial hose couplings and ancillary goods.

The Company's trading address is Unit 14 Moorbrook, Southmead Industrial Park, Didcot, OX11 7HP.

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 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The financial statements are rounded to the nearest whole pound Sterling.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The following principal accounting policies have been applied:

2.2 Financial reporting standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details in indebtedness relating to amounts payable after 5 years required by company law is presented separately for lease liabilities and other liabilities, and in total
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2. Accounting policies (continued)

2.3 Exemption from preparing consolidated financial statements

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

The financial statements contain information about Action-Sealtite Limited as an individual company and do not contain consolidated financial information as the parent of the Group. The Company and its subsidiary undertakings are included by full consolidation in the consolidated in the consolidated financial statements of its parent, Flowmax Limited, a company registered in England and Wales.

Flowmax Limited prepares consolidated financial statements in accordance with International Financial Reporting Standards. Copies are available to the public and may be obtained from the Registrar of Companies.

2.4 Going concern

During the year, the World entered into a global pandemic, COVID-19. The immediate risks and uncertainties arising due to COVID-19 were greater than previously experienced by the Company. However, the Company implemented a range of measures to ensure the safety of its employees and stakeholders and continued to trade profitably during the year ended 31 December 2020. The Company has cash reserves of £206,204 and does not have any material borrowings outside amounts owed to its parent undertaking which has cash reserves and borrowing facilities in place for up to £2m meaning it is well-funded and in a robust financial position.

Due to the continuing profitability levels achieved by the Company throughout the year despite COVID-19, the Directors anticipate the Company trading strongly during the period forecasted by management which covers a period of 12 months from approval of the financial statements. These forecasts and projections prepared by the Directors consider assumptions relating to the Company's financial performance, current financial position and existing financial resources. The Directors consider these forecasts to be achievable.

Based on the above, the Directors are of the opinion that the going concern principle is applicable and that the Company has the necessary resources to continue as a going concern for the foreseeable future.

2.5 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2. Accounting policies (continued)

2.6 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods stated net of discounts, returns and value added taxes. The Company recognises revenue when performance obligations have been satisfied and for the Company this is when the goods or services have transferred to the customer and the customer has control of these. The Company's activities are described in detail below.

(a) Sales of goods

The Company manufactures and distributes industrial hose couplings and ancillary goods. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer and the customer has legal title to the goods. Delivery occurs when the products have been distributed to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the Company has objective evidence that all criteria for acceptance have been satisfied.

The Company offers discounts on some of its sales of goods. These do not constitute variable consideration and are offered at the time of invoicing. The value of up-front payments received in respect of sales of goods are immaterial to the financial statements.

A receivable is recognised when the performance obligation is satisfied as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

2.7 Leases

The Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

fixed lease payments (including in-substance fixed payments), less any lease incentives;

The lease liability is included in 'Creditors' on the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2. Accounting policies (continued)

2.7 Leases (continued)

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are included in the 'Tangible Fixed Assets' line in the Balance Sheet.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in note 2.13.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

2.8 Government grants

Government grants received on capital expenditure are initially recognised within deferred income on the Company's Balance Sheet and are subsequently recognised in profit or loss on a systematic basis over the useful life of the related capital expenditure.

Grants for revenue expenditure are presented as part of the profit or loss in the periods in which the expenditure is recognised.

2.9 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.10 Finance costs

Finance costs are charged to profit or loss 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.

2.11 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 profit or loss 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2. Accounting policies (continued)

2.12 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss 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.

2.13 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.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation 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:

Fixtures and fittings - 20% on cost

Computer equipment - 33.3% on cost

Plant & machinery - 20% on cost

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 profit or loss.

2.14 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2. Accounting policies (continued)

2.15 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 average basis. 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.

2.16 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.

2.17 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.

2.18 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.19 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

3. Employees

4.

At 31 December 2019

Employees					
				2020 £	2019 £
Wages and salaries				497,083	454,886
Social security costs				49,219	46,886
Cost of defined contribution scheme				13,922	14,604
				<u>560,224</u>	516,376
The average monthly number of emp	loyees, including th	ne Directors, during	the year was as f	ollows:	
				2020	2019
				No.	No.
				13	14
Sales and administration					
Directors				4	3
				17	17
Tangible fixed assets					
-				-	
	Plant and machinery	Fixtures and fittings	Computer equipment	Right-of-use assets	Total
	£	£	£	£	£
Cost or valuation					
At 1 January 2020	16,375	13,479	57,335	459,393	546,582
Additions	•	-	1,503	6,678	8,181
At 31 December 2020	16,375	13,479	 58,838	466,071	554,763
At 31 December 2020					
Depreciation					
At 1 January 2020	14,701	6,461	37,748	102,087	160,997
Charge for the year on owned	,	2,121	27,000	,	,
assets	409	2,005	10,160	•	12,574
Charge for the year on right-of-use assets	-	-	-	102,088	102,088
At 31 December 2020	15,110	8,466	47,908	204,175	275,659
AL ST DECEMBER 2020			41,300		∠r 5,05#
Net book value					
	4 2CE	E 042	10 020	261,896	270 404
At 31 December 2020	1,265	5,013	10,930	<u> </u>	279,104

1,674

7,018

19,587

357,306

385,585

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

4. Tangible fixed assets (continued)

5.

The net book value of owned and leased assets included as "Tangible fixed assets" in the Balance Sheet is as follows:

	2020 £	2019 £
Tangible fixed assets owned	17,208	28,279
Right-of-use tangible fixed assets	261,896	357,306
	279,104	385,585
Information about right-of-use assets is summarised below:		
Net book value		
	2020 £	2019 £
Property	255,218	357,306
Motor vehicles	6,678	-
	261,896	357,306
Depreciation charge for the year ended		
	2020	2019
	£	£
Property	(102,088)	(102,087)
	(102,088)	(102,087)
Fixed asset investments		
		Investments in subsidiary companies
Cost or valuation		
At 1 January 2020		7
At 31 December 2020		7

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding
Biopharma Dynamics Limited	Ordinary	80 %
ASL Europe B.V.	Ordinary	100 %
6. Stocks		
	2020 £	2019 £
Finished goods and goods for resale	630,297	745,303

Inventories above include a provision of £41,917 (2019: £44,084) for slow moving and obsolete stock.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

7. Debtors

8.

9.

	2020 £	2019 £
Due after more than one year	_	~
Deferred tax asset	<u> </u>	3,360
	2020	2019
	£	£
Due within one year		
Trade debtors	558,020	687,890
Amounts owed by group undertakings	83,541	120,000
Other debtors	100,570	73,756
Prepayments and accrued income	58,828	42,112
	800,959	923,758
Amounts owed by group undertakings are unsecured, interest free and repayable on demand.		
Cash and cash equivalents		
	2020	2019
	£	£
Cash at bank and in hand	206,204	413,911
Creditors: Amounts falling due within one year		
Creditors: Amounts falling due within one year	2020	2019
Creditors: Amounts falling due within one year	2020 £	
Creditors: Amounts falling due within one year Contract liabilities		£
	£	£ 21,90 1
Contract liabilities	£ 58,611	£ 21,90 1 502,716
Contract liabilities Trade creditors	£ 58,611	£ 21,901 502,716 108,000
Contract liabilities Trade creditors Amounts owed to group undertakings	£ 58,611	£ 21,901 502,716 108,000 36,292
Contract liabilities Trade creditors Amounts owed to group undertakings Corporation tax	£ 58,611 549,220 - -	£ 21,901 502,716 108,000 36,292 16,711
Contract liabilities Trade creditors Amounts owed to group undertakings Corporation tax Other taxation and social security	£ 58,611 549,220 - 20,092	£ 21,901 502,716 108,000 36,292 16,711 104,263
Contract liabilities Trade creditors Amounts owed to group undertakings Corporation tax Other taxation and social security Lease liabilities - current (IFRS 16)	£ 58,611 549,220 - 20,092	2019 £ 21,901 502,716 108,000 36,292 16,711 104,263 18,779 38,760

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

10. Creditors: Amounts falling due after more than one year

		2020 £	2019 £
	Lease liabilities - non-current (IFRS 16)	107,168	245,263
		107,168	245,263
11.	Deferred taxation		
		2020 £	2019 £
	At beginning of year Credited to profit or loss	3,360 (11,192)	1,680 1,680
	At end of year	(7,832)	3,360
	The deferred taxation balance is made up as follows:		
		2020 £	2019 £
	Accelerated capital allowances	(7,832)	3,360
		(7,832)	3,360

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

12. Leases

Company as a lessee

The Company leases its principal place of trading. The periodic rent is fixed over the lease term.

The Company also leases a number of vehicles which comprise only fixed payments over the lease term. These have not been accounted for under IFRS 16, as they are not considered material or a for less than one year.

Lease liabilities are due as follows:

	2020 £	2019 £
Not later than one year	144,773	104,263
Between one and five years	107,168	245,263
	251,941	349,526

The following amounts in respect of leases, where the Company is a lessee, have been recognised in profit or loss:

	2020	2019
	£	£
Finance lease charges payable	8,305	11,337
Expenses relating to short-term leases	8,676	12,062

13. Provisions

	Dilapidations provision
	£
Charged to profit or loss	63,000
At 31 December 2020	63,000

The dilapidations provision relates to amounts payable on termination of the lease of the Company's trading premises on 24 June 2023.

14. Share capital

	2020	2019
	£	£
Allotted, called up and fully paid		
1,000 (2019 - 1,000) Ordinary shares of £1.00 each	1,000	1,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

15. Reserves

Share premium account

The share premium reserve includes all amounts paid in excess of the nominal value of Ordinary shares issued.

Capital contribution

The capital contribution reserve represents amounts contributed to the Company by shareholders.

Profit and loss account

The profit and loss account is the Company's accumulated retained profits and losses as at the year end.

16. 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 £13,922 (2019: £14,604). Contributions totalling £Nil (2019: £Nil) were payable to the fund at the balance sheet date.

17. Commitments under operating leases

At 31 December 2020 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2020	2019
	£	£
Not later than 1 year	2,977	9,160
Later than 1 year and not later than 5 years	-	1,810
	2,977	10,970

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

18. Related party transactions

During the year ended 31 December 2020, the Company undertook the following transactions with group companies.

	2020	2019
	£	£
Purchases from group companies	60,277	92,647
Sales to group companies	122,677	74,308
Recharges to group companies	86,703	18,116

At the year end the Company owed £718 (2019: £1,788) to group companies.

At the year end the Company was owed £83,541 (2019: £20,159) from group companies.

During the year ended 31 December 2020, the Company received dividends of £640,000 (2019: £280,000) from Biopharma Dynamics Limited.

During the year ended 31 December 2020, the Company paid dividends to the following shareholders:

Flowmax Limited - £1,071,000 (2019: £684,000)

P Robinson - £119,000 (2019: £76,000)

As at 31 December 2020, dividends had been declared to the following shareholders, but remained unpaid:

Flowmax Limited - £nil (2019: £108,000)

P Robinson - £nil (2019: £12,000)

19. Post balance sheet events

On 15 January 2021, Action-Sealtite Limited acquired a 100% controlling stake in Buckley Industrial Limited for total consideration in the range £500,000 to £668,000.

20. Controlling party

The Company is a subsidiary undertaking of Flowmax Limited, incorporated in England and Wales.

The Directors regard Flowmax Limited as the smallest group and SA Bias Industries (Pty) Limited, a company registered in South Africa, as the largest group within which the subsidiary belongs and for which group accounts are prepared. Flowmax Limited's registered office is 2 Chawley Park, Cumnor Hill, Oxford, OX2 9GG. Copies of the Flowmax Limited group accounts are available from the Registrar of Companies.

21. Auditor's information

The auditor's report on the financial statements for the year ended 31 December 2020 was unqualified.

The audit report was signed on 23 July 2021 by James Pitt BA (Hons) FCA (Senior Statutory Auditor) on behalf of James Cowper Kreston.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.