

Microwise Cookware Limited

Annual Report and Financial Statements

Year ended 31 December 2011



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Microwise Cookware Limited

Annual report and financial statements for the year ended 31 December 2011

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Microwise Cookware Limited

Directors' report

The directors present their annual report and financial statements for the year ended 31 December 2011

The directors' report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006

Principal activities, business performance and future prospects

With effect from 1 January 2006 the trade, assets and liabilities of the company were transferred to Metalrax Housewares Limited, a fellow subsidiary of Metalrax Group PLC, at their relevant net book values. The company has not subsequently traded.

The directors do not expect that the company will resume trading in the foreseeable future.

Results and dividends

The company has not traded in either the current or the prior year and therefore no profit and loss account has been presented.

On 22 December 2010 the company reduced its issued share capital to £1, being 20,456 ordinary A shares at 0.002383 pence per share, 20,501 ordinary B shares at 0.002383 pence per share and 1,002 ordinary C shares at 0.002383 pence per share.

In January 2011, the company transferred its capital reserve to a profit and loss reserve and paid a final dividend of £41,958 (99.99 pence per share) in respect of 2010 (2010: £785,334).

Directors

The directors of the company, who served throughout the financial year unless stated otherwise, are as shown below:

N Longley

A J Richardson

Company Secretary

N Longley

Microwise Cookware Limited

Directors' report (continued)

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

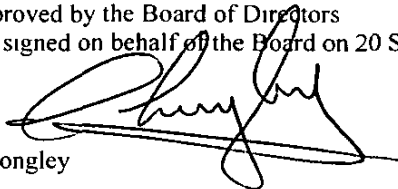
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies 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.

Statement of disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved under section 418 of the Companies Act 2006, the following applies:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Approved by the Board of Directors
and signed on behalf of the Board on 20 September 2012



N Longley

Secretary

Company Registration number. 1861125

Registered Office:

Rectory Court
Old Rectory Lane
Alvechurch
B48 7SX

Independent auditors' report to the members of Microwise Cookware Limited

We have audited the financial statements of Microwise Cookware Limited for the year ended 31 December 2011 which comprise the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

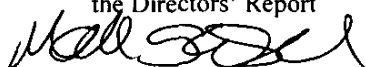
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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 in preparing the Directors' Report.



Mark Skedgel (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham
20 September 2012

Microwise Cookware Limited

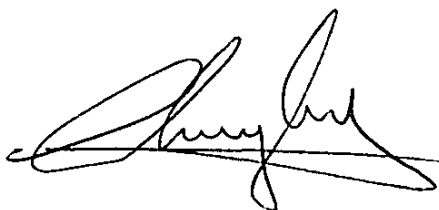
Balance Sheet

As at 31 December 2011

	Note	2011 £	2010 £
Current assets			
Debtors	3	1	41,959
Net assets		1	41,959
Capital and reserves			
Called up share capital	4	1	1
Capital reserves	5	-	41,958
Profit and loss account	5	-	-
Shareholders' funds – all equity	6	1	41,959

The financial statements on pages 5-7 were approved and signed by the board of directors

ON BEHALF OF THE BOARD:



N Longley - Director

Approved by the Board on 20 September 2012

Microwise Cookware Limited

Notes to the Financial Statements Year ended 31 December 2011

1 Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention, and in accordance with applicable United Kingdom accounting standards and the Companies Act 2006

Cash flow statement

Under FRS 1 (Revised), the company is exempt from the requirements to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary company and a group cash flow statement is included in the financial statements of its ultimate parent company. The financial statements of the company's parent company are publicly available as explained in note 8.

Related party transactions

Under FRS 8, the company is exempt from the requirements to disclose transactions with other group companies as it is a wholly owned subsidiary. The financial statements of the company's parent company are publicly available as explained in note 8.

2. Operating profit

The company had no employees in the current and prior year, except the directors as listed in the directors' report.

The directors did not receive any emoluments in respect of their services to the company for the year ended 31 December 2011 (2010: £nil). The remuneration for the services of certain directors is borne by other group undertakings. No part of their remuneration can be specifically attributed to their services to the company.

Auditors' remuneration has been borne by a fellow group undertaking for both the current and prior year.

3 Debtors: Amounts falling due within one year

	2011 £	2010 £
Amounts owed by group undertakings	<u>1</u>	<u>41,959</u>

Amounts owed by group undertakings are interest free, unsecured and repayable on demand.

Microwise Cookware Limited

Notes to the Financial Statements Year ended 31 December 2011

4. Called up share capital

	2011 £	2010 £
Called up, allotted and fully paid		
20,456 ordinary A shares of 0 002383 pence per share	0 49	0 49
20,501 ordinary B shares of 0 002383 pence per share	0 49	0 49
1,002 ordinary C shares of 0 002383 pence per share	0 02	0 02
	<u>1</u>	<u>1</u>

On 22 December 2010, the company reduced its issued share capital to £1, being 20,456 ordinary A shares at 0 002383 pence per share, 20,501 ordinary B shares at 0 002383 pence per share and 1,002 ordinary C shares at 0 002383 pence per share

5. Reserves

	Capital reserves £	Profit and loss account £
1 January 2011	41,958	-
Transfer between reserves	(41,958)	41,958
Dividend (Note 7)	-	(41,958)
	<u>-</u>	<u>-</u>
31 December 2011	-	-

The capital reserve was transferred to the profit and loss account reserve prior to the distribution of dividends during the year

6. Reconciliation of movements in shareholders' funds

	2011 £	2010 £
Profit for the financial year	-	-
Dividends (note 7)	(41,958)	(785,334)
	<u>(41,958)</u>	<u>(785,334)</u>
Opening shareholders' funds	41,959	827,293
	<u>1</u>	<u>41,959</u>

7. Dividends

A final dividend of £41,958 (2010 £785,334) has been paid in the year

8. Immediate and ultimate parent company and controlling party

The immediate parent undertaking, ultimate parent undertaking and controlling party is Metalrax Group PLC, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Metalrax Group PLC consolidated financial statements can be obtained from Metalrax Group PLC, Rectory Court, Old Rectory Lane, Alvechurch, Birmingham, B48 7SX