Addis Housewares Limited

Report and Financial Statements

31 December 2010

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Registered No 2881663

Directors

R J Tucker

M Lee-Smith

M Godfrey

T Seviour

R Cash

S Grainger

Secretary

R J Tucker

Auditors

Clay Shaw Thomas Ltd Ty Atebion 2 Ffordd Yr Hen Gae Bocam Park Bridgend CF35 5LJ

Bankers

Halifax Bank of Scotland New Uberior House 11 Earl Grey Street Edinburgh EH3 9BN

Solicitors

Eversheds LLP 1 Callaghan Square Cardiff CF10 5BT

Registered Office

Zone 3 Waterton Point Brocastle Avenue Waterton Industrial Estate Bridgend CF31 3US

Directors report

The directors present their annual report and the audited financial statements for the year ended 31 December 2010

Principal activities

The principal activity of the company continues to be the manufacture and sale of household and light commercial products

Business review

Details of the trading activities and financial position of the company are shown on pages 7 and 8

We are pleased to report that 2010 was another year of progress for the Addis business. Once again we saw an improvement in our sales. We had service levels of 98 5% and despite a massive increase in raw material costs we are delivering profit consistent with 2009. All product categories within the business developed satisfactorily with a significantly higher level of innovation driving sales & profitability. Within the sales sectors a particularly strong performance was seen within the Grocery, Variety, Hardware & Department store sectors. Within our trading categories Laundry, Waste management, Cleaning & Sinkware all showed strong performances.

Going concern

Since the period end, the company has been profitable and cash generative. The company's forecasts also show that it is expected to continue to be profitable and cash generative at an operating level over the foreseeable future. However the company is committed to significant funding of a defined benefit pension scheme. As a result the company will need to carefully manage its cash flow to ensure that there are sufficient funds to meet the contributions required by the scheme

After enquiries and taking account of the factors noted above, the directors have a reasonable expectation that the company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

Dividends and transfers to reserves

The directors do not propose the payment of a dividend for the year (2009 £nil) The profit for the year of £496,000 (2009 £374,000) was transferred to reserves

Directors

The directors who held office during the year were as follows

R Tucker

M Lee-Smith

M Godfrey

T Seviour

R Cash

S Grainger

W R Jones (resigned 18 March 2009)

Directors report

Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of changes in market prices, credit risk and interest rate risk. The company has in place a risk management programme that seeks to limit adverse effects on the financial performance of the company. Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department.

Employee information

The company continued its procedures for communicating and consulting with employees during the year, including involving them in matters which affect their interest as employees

The policy of the company is to achieve a high standard of health, safety and welfare at work for all employees

Auditor

Clay Shaw Thomas Limited are deemed to be re-appointed under s487(2) of the Companies Act 2006

Mr R Tucker - Secretary

Date 30/3/2011

Directors report

Statement of directors' responsibilities in respect of the financial statements

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 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 the group and of the profit or loss of the group for that period. In preparing those 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 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 proper accounting records that are sufficient to show and explain the company's and group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

Independent auditors' report

to the members of Addis Housewares Limited

We have audited the financial statements of Addis Housewares Limited for the year ended 31 December 2010 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Section 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 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 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 (APB's) Ethical Standards for Auditors

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 directors, and the overall presentation of the financial statements.

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 2010 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

Opinion on other matters 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

Independent auditors' report

to the members of Addis Housewares Limited

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

MR D GWYN J WILLIAMS B A,

F C A (Senior Statutory Auditor)

For and on behalf of

CLAY SHAW THOMAS LTD

Chartered Accountants

& Statutory Auditor

2 Oldfield Road Bocam Park Bridgend CF35 5LJ

30/3/2011

Profit and loss account

for the year ended 31 December 2010

		2010	2009
	Notes	£000	£000
Turnover	2	15,561	14,850
Cost of sales		(11,313)	(10,352)
Gross profit Distribution costs		4,248 (3,150)	4,498 (3,392)
Administration expenses		(563)	(567)
Operating profit	3	535	539
Profit on disposal of fixed assets	4	5	2
Interest receivable and similar income	5	1	1
Interest payable and similar charges	6	(45)	(168)
Profit on ordinary activities before taxation		496	374
Tax on profit/(loss) on ordinary activities	10	-	-
Profit for the year	16	496	374

Statement of total recognised gains and losses

for the year ended 31 December 2010

	2010	2009
	£000	£000
Profit for the financial year	496	374
Actuarial gain (deficit) on defined benefit pension scheme	870	(443)
Total recognised gains and losses relating to the year	1,366	(69)

Balance Sheet

As at 31 December 2010

		2010	2009
	Notes	£000	£000
Fixed assets			
Tangible assets	11	288	328
Current assets			
Stocks	12	1,394	1,052
Debtors	13	6,867	6,651
Cash at bank and in hand		505	215
	-	8,766	7,918
Creditors amounts falling due within one year	14	(4,539)	(4,087)
Net current assets	-	4,227	3,831
Total assets less current liabilities	-	4,515	4,159
Creditors amounts falling due after more than one year		-	-
Net assets excluding pension liability	-	4,515	4,159
Pension liability	18	(5,290)	(6,300)
Net assets including pension liability	-	(775)	(2,141)
	=		.:
Capital and reserves			
Called up share capital	15	6,000	6,000
Profit and loss account	16	(6,775)	(8,141)
Equity shareholders' funds	16	(775)	(2,141)
	:		

These financial statements were approved by the board of directors on 30.3.//

and were signed on its

behalf by

Mr R Tucker - Director

Mr M Lee-Smith - Director

Company registration number 2881663

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As at 31 December 2010

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules. Under Financial Reporting Standard 1 (Revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is 90% owned and its parent publishes a consolidated cash flow statement

Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Fixtures and fittings

3 to 10 years

Plant and machinery

3 to 7 years

The carrying values of the fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account

Leased assets

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a 'finance lease'. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

All other leases are accounted for as 'operating leases' and the rental charges are charged to the profit and loss account on a straight line basis over the life of the lease

Government grants

Capital based government grants are included within accruals and deferred income in the balance sheet and credited to operating profit over the estimated useful economic lives of the assets to which they relate

Revenue grants receivable are credited to the profit and loss account in the period in which they become receivable

As at 31 December 2010

1. Accounting policies (continued)

Pension costs

The company operates a defined benefit pension scheme, the Addis Housewares Limited Pension Scheme, covering the majority of its permanent employees. The scheme funds are administered by trustees and are independent of the company's finances. The scheme contributions are paid to the scheme in accordance with the recommendations of independent actuaries.

The difference between the market value of the assets of the scheme and the present value of its liabilities is shown as an asset or liability on the company's balance sheet. Any difference between the expected return on assets and that actually achieved is recognised in the statement of total recognised gains and losses, along with the differences which arise from experience or assumption changes

The company also operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company. Contributions to the scheme are charged to the profit and loss account when incurred

Research and development expenditure

Expenditure on research and development is written off to the profit and loss account in the period in which it is incurred. Upon completion of a formal launch plan, development costs on the project are capitalised within plant and machinery and depreciated on the basis set out above.

Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, consumables and goods purchased for resale, the weighted average purchase price is used. For work in progress and finished goods cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

Stocks held on consignment are those where the risks and rewards are not passed on to the company. These stocks are not included in the balance sheet and are expensed in the profit and loss account in the period in which they are consumed.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

- Deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted
- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Turnover

Turnover represents the amounts derived from the provision of goods and services to customers, excluding value added tax and trade discounts

As at 31 December 2010

Related parties

The company has taken advantage of the exemption under Financial Reporting Standard 8 from the requirement to disclose transactions with Addis group companies

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

The company uses derivative financial instruments to reduce exposure to foreign exchange risk and interest rate movements. The company does not hold or issue derivative financial instruments for speculative purposes.

Going concern

Since the period end, the company has been profitable and cash generative. The company's forecasts also show that it is expected to continue to be profitable and cash generative at an operating level over the foreseeable future. However the company is committed to significant funding of a defined benefit pension scheme. As a result the company will need to carefully manage its cash flow to ensure that there are sufficient funds to meet the contributions required by the scheme

After enquiries and taking account of the factors noted above, the directors have a reasonable expectation that the company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

2. Turnover

Turnover arises solely from the principal activities of the company

The company has not disclosed an analysis of turnover by market as the directors consider that this will be seriously prejudicial to the company

3. Operating profit

The operating profit is stated after charging/(crediting)	2010	2009
	£000	£000
Auditors' remuneration		
Audıt	17	17
Non-audit services	3	3
Depreciation of tangible fixed assets-owned	69	67
Redundancy costs	8	15
Amount payable under operating leases in respect of		
Plant and machinery	184	188
Other	261	261
	====	
4. Exceptional items reported after operating profit		
	2010	2009
	Total	Total
	£000	£000
Profit on disposal of fixed assets	5	2

The exceptional profit of £5,000 arises from the disposal of machinery and equipment

As at 31 December 2010

5.	Interest receivable and similar income		
		2010	2009
		£000	£000
	Bank interest	1	1
		1	1
6.	Interest payable and similar charges		
		2010	2009
		£000	£000
	Bank interest	35	38
	Pension finance charge	10	130
		45	168

7. Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows

		Number of employees	
		2010	2009
	Manufacturing	19	19
	Distribution	36	37
	Administration	3	4
		58	60
	The aggregate payroll costs in respect of the above were as follows		
		2010	2009
		£000	£000
	Wages and salaries	1,730	1,746
	Social security costs	174	188
		1,904	1,934
		=====	
8.	Remuneration of directors		
		2010	2009
		£000	£000
	Directors' emoluments	486	465
	Damwagation of highest mod director		
	Remuneration of highest paid director		
	Total remuneration (excluding pension contributions)	119	108
			

As at 31 December 2010

9. Financial instrument

The company's local currency is pounds sterling but some of the purchases are denominated in US dollars and in Euros. As a result the company is subject to foreign currency exchange risk due to movement between the exchange rates. The company seeks to reduce the risk by entering into forward contracts.

The company had contracts for the following sums in place at the year end

US \$ 3,525,000 Euros € 2,811,000

10. Taxation

- There was no Corporation Tax payable in this or the prior period due to the availability of previous years' trading losses
- b) Factors affecting the current tax credit for the year

The tax assessed on the profit on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 28% (2009 28%)

The differences are explained below

	2010	2009
	£000	£000
Profit/(loss) on ordinary activities before tax	496	374
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK 28% (2009 28%)	139	105
Effect of		
Capital allowance/depreciation timing difference	(8)	(67)
Other timing differences	27	22
Unrelieved tax losses	(158)	(60)
Total current tax	-	

c) Factors that may affect future tax charges

There is an unrecognised deferred tax asset of £2,685,000 (2009 - £3,118,000) that consists of tax trading losses in the main Addis Houseware's trade of £3,382,000 (2009 - £3,946,000), tax losses in the Emsa trade of £211,000 (2009 - £211,000) and the pension liability of £5,290,000 (2009 £6,300,000) and accelerated capital allowances. The related deferred tax asset has not been recognised as the directors consider that the recognition criteria as set out in FRS 19 have not been met

There is also £182,000 (2009 - £182,000) in respect of recoverable ACT for which the deferred tax asset has not been recognised at the date of signing these accounts

As at 31 December 2010

11. Tangible fixed assets

	ranginie likeu assets				
		Plant and	Fixtures	Construction	
		machinery	and fittings	in progress	Total
		£000	£000	£000	£000
	Cost				
	At 1 January 2010	5,248	648	-	5,896
	Additions	-	-	29	29
	Transfer	29	-	(29)	-
	Disposals	(146)	-	-	(146)
	At 31 December 2010	5,131	648	-	5,779
	Depreciation				
	At 1 January 2010	5,075	493	-	5,568
	Charge for year	45	24	-	69
	On disposals	(146)	-	-	(146)
	At 31 December 2010	4,974	517		5,491
	Net book value				
	At 31 December 2010	157	131	-	288
	At 31 December 2009	173	155	-	328
					
12.	Stocks				
				2010	2009
				£000	£000
	Raw materials and consumables			122	119
	Work in progress			23	9
	Finished goods and goods for resale			1,249	924
				1,394	1,052

The difference between purchase price or production cost of stocks and their replacement cost is not material

As at 31 December 2010

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10.	Debtors		
		2010	2009
		£000	£000
	Trade debtors	2,350	2,164
	Amounts owed by group undertakings	4,286	4,286
	Corporation tax	62	62
	Other debtors	81	80
	Prepayments and accrued income	88	59
		6,867	6,651
14.	Creditors: amounts falling due within one year		
		2010	2009
		£000	£000
	Bank loans and overdrafts	1,213	839
	Trade creditors	1,773	1,313
	Amounts owed to group and related undertakings	254	183
	Other taxes and social security	210	275
	Other creditors	19	17
	Accruals	1,070	1,460
		4,539	4,087
		·	

Bank loans and overdrafts are secured by fixed and floating charges over the assets of the company

15. Called up share capital

	2010	2009
	£000	£000
Authorised, allotted, called up and fully paid 6,000,000 Ordinary shares of £1 each	6,000	6,000

16. Reconciliation of movements in shareholders' funds

	Share	Profit and	
	capıtal	loss account	Total
	£000	£000	£000
At 1 January 2009	6,000	(8,072)	(2,072)
Profit for the year	-	374	374
Actuarial loss on defined benefit pension scheme	-	(443)	(443)
At 1 January 2010	6,000	(8,141)	(2,141)
Profit for the year	-	496	496
Actuarial gain on defined benefit pension scheme)	-	870	870
At 31 December 2010	6,000	(6,775)	(775)
		=	

As at 31 December 2010

16. Reconciliation of movements in shareholders' funds (continued)

	Share	Profit and	
	capital	loss account	Total
	£000	£000	£000
At 1 January 2009	6,000	(8,072)	(2,072)
Profit for the year	-	374	374
Actuarial loss on defined benefit pension scheme	-	(443)	(443)
At 1 January 2010	6,000	(8,141)	(2,141)
Profit for the year	· -	496	496
Actuarial gain on defined benefit pension scheme)	-	870	870
At 31 December 2010	6,000	(6,775)	(775)
			

17. Commitments

Annual commitments under non-cancellable operating leases are as follows

	Land and buildings		Plant and machinery	
	2010	2009	2010	2009
	£000	£000	£000	£00
Operating leases which expire				
Within one year	-	-	3	12
In the second to fifth years inclusive	-	-	163	147
After 5 years	245	245	-	-
	245	245	166	159

18. Pension scheme

Financial Reporting Standard 17 – Retirements Benefits governs the calculation and reporting of retirement benefit costs in company accounts. The disclosures below relate to the Addis Housewares Ltd Pension Scheme

During the period the Company contributed £150,000 to the scheme. The PPF levy for the 2010/11 tax year was paid directly by the Scheme

The latest actuarial valuation of the Addis Housewares Limited Pension Scheme took place on 31 March 2010. The principal assumptions used by the independent qualified actuary in updating the valuation for FRS 17 purposes were

Main financial assumptions

	31 December 31 December		
	2010	2009	
	(% p a)	(% p a)	
Inflation	3 4	3 4	
Rate of increase to pensions in payment	3 0 and 3 4	3 0 and 3 4	
Discount rate for scheme liabilities	5 6	6 1	
		====	

As at 31 December 2010

18. Pension scheme (continued)

The Scheme's net pension liabilities and expected rate of return on its investments at 31 December 2010 and 31 December 2009 were analysed as follows

	Long term rate of return expected at	Long term rate of return Value at expected at		Value at
	expecteu at 31 December 3.		-	
	2010	2010	2009	2009
	(% p a)	£M	(% p a)	£M
Equities	8 6	17 8	8 7	15 2
Bonds	60	19	60	2 5
Other	3 0	0 5	3 0	0 5
Total market value of assets/ average return	8 2	20 2	8 2	18 2
Present value of scheme liabilities		25 5		24 5
(Deficit) in scheme		(5 3)		(6 3)
Analysis of amount credited/(charged) to other	finance income/ (c	harges)		
			2010	2009
			£M	£M
Expected return on pension scheme assets			1 4	1 3
Interest on pension scheme liabilities			(14)	(14)
Net return			-	(0 1)
				
Analysis of amount recognised in statement of	total recognised ga	ins and losses (***
			2010	2009
			£M	£M
Actual return less expected return on pension s	scheme assets		13	18
Experience gains and losses arising on the scho			09	(0 4)
Changes in assumptions underlying the present	t value of the schem	ne liabilities	(1 3)	(1 9)
Actuarial gain (loss) recognised in STRGL			09	(0 5)
		;		
Analysis of movement in deficit during the year	ar			
			2010	2009
			£M	£M
Deficit in scheme at the beginning of the year			(6 3)	(5 8)
Current service cost Contributions			01	01
Other finance income			-	(0 2)
Actuarial gain /(loss)			09	(0 4)
Deficit in scheme at the end of the year			(5 3)	(6 3)

As at 31 December 2010

19. Related party transactions

During the year, the company purchased goods in the normal course of business from Emsa GmbH, for £980,015 (2009 £997,884) In addition, the company sold goods to Emsa GmbH in the normal course of business for £67,542 (2009 £57,773) All transactions were undertaken at normal market prices At the balance sheet date, the amount due to Emsa GmbH was £254,000 (2009 -183,000) Emsa GmbH owns a 24 9% interest in Addis Group Limited and is itself controlled by Herr Wulf together with his family interests

20. Ultimate parent company and controlling party

In the opinion of the directors the ultimate controlling party is Herr Wulf, who together with his family interests, holds a 70 1% controlling interest in the company's immediate parent undertaking, Addis Group Limited

The smallest and largest groups into which the results of the company are consolidated are Addis Group Limited Copies of the group financial statements which include the company are available from Addis Group Limited, Zone 3 Waterton Point, Brocastle Avenue, Waterton Industrial Estate, Bridgend, CF31 3US