RSR LTD

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 30 SEPTEMBER 2015

TUESDAY



A32

28/06/2016 COMPANIES HOUSE #5

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RSR LTD

<u>COMPANY INFORMATION</u> FOR THE YEAR ENDED 30 SEPTEMBER 2015

DIRECTOR:

DR B REES-SMITH

REGISTERED OFFICE:

7 Robin Lane Bentham Lancaster Lancashire LA2 7AB

REGISTERED NUMBER:

03766047 (England and Wales)

AUDITORS:

HODGE BAKSHI

CHARTERED ACCOUNTANTS &

STATUTORY AUDITORS CHURCHGATE HOUSE

CHURCH ROAD

CARDIFF CF14 2DX

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

The director presents his strategic report for the year ended 30 September 2015.

REVIEW OF BUSINESS

The principal activity of the group in the year under review was that of manufacturing and distributing medical diagnostic kits.

Details of the company's performance for the financial year are set out in detail on page 8. Its results and future prospects are considered to be satisfactory.

Financial performance in the year

The company recorded an increase in turnover by 4.09% which was in line with expectations from management.

The company achieved a gross profit margin of 47.78% (2014: 49.90%). This has primary been due to an increase in input costs. The Directors will continue to focus on improving margins and driving costs down in the company for the forthcoming year.

Financial position at the reporting date

The balance sheet on page 10 shows that the company's net assets have increased by £1.3m when compared to the prior year.

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

PRINCIPAL RISKS AND UNCERTAINTIES

The Management continually monitor the key risks facing the company together with assessing the controls used for managing these risks. The board of directors formally reviews and documents the principal risks facing the business at least annually.

The principal risks and uncertainties facing the company are as follows;

Economic downturn - the company acknowledges the importance of maintaining close relationships with its key customers in order to be able to identify the early signs of potential financial difficulties. Sales trends in its major markets are constantly reviewed to enable early action to be taken in the event of sales declining.

Competitive pressure - in the general economic environment is a continuing risk to the group as is the ability of suppliers to keep pace with the competition. The group manages this risk by providing fast response times in fulfilling sales orders and by maintaining strong relationships with key customers and suppliers throughout the world.

Reliance on key suppliers-the company's purchasing activities could expose it to over reliance on certain suppliers and inflationary pricing pressure. The company's manages this risk by ensuring there is enough breadth in its supplier base and by constantly seeking to find potential alternative suppliers that may be used, if necessary.

Loss of key personnel- this would present significant operational difficulties for the company. Management seek to ensure that key personnel are appropriately remunerated to ensure that good performance is recognised.

ON BEHALF OF THE BOARD:

DR B REES-SMITH - Director

16 June 2016

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 30 SEPTEMBER 2015

The director presents his report with the accounts of the company for the year ended 30 September 2015.

DIVIDENDS

The total distribution of dividends for the year ended 30 September 2015 will be £6,000,000.

RESEARCH AND DEVELOPMENT

The company will continue its policy of research and development in order to retain a competitive position in the market. All research and development expenditure is written off to the profit and loss account as it is incurred.

FUTURE DEVELOPMENTS

The directors consider that the forthcoming financial year with be another challenging one. Their aim is to continue to implement the management policies which have bee introduced in recent years and has assisted in successfully overcoming the difficulties and uncertainties in the market place in the year. Overall, the directors believe that the company is well placed in terms of strategic and market position to maximise its ability to generate sales and satisfy customer demand, in spite of the difficult economic conditions currently facing the business.

DIRECTORS

DR B REES-SMITH has held office during the whole of the period from 1 October 2014 to the date of this report.

Other changes in directors holding office are as follows:

G BECK ceased to be a director after 30 September 2015 but prior to the date of this report.

FINANCIAL INSTRUMENTS

Treasury operations and financial instruments

The company operates a centralised treasury function which is responsible for managing the liquidity, interest and foreign currency risks associated with the company's activities. In addition the company has various other financial assets and liabilities such as trade receivables and trade payables arising directly from its operations.

Liquidity risk

The company manages its cash requirements centrally to maximise interest income and minimise interest expense, whilst ensuring that the company has sufficient liquid resources to meet the operating needs to its business.

Foreign exchange risk

The company's sources products from, and exports products to abroad, and is therefore subject to foreign exchange movements. This risk is managed by regular and consistent monitoring of interest rates.

Interest rate risk

The company operates an overdraft. As such, it is exposed to interest rate risks. This risk is managed by regular and consistent monitoring of interest rates.

Credit risk

Investments of cash surpluses are made through banks which must fulfil credit rating criteria approved by the board. All customers who wish to trade on credit terms are subject to credit verification procedures. Receivable balances are monitored on an on-going basis and provision is made for doubtful debts where necessary.

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 30 SEPTEMBER 2015

GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, therefore it continues to adopt the going concern basis for accounting in preparing the annual financial statements.

DISCLOSURE IN THE STRATEGIC REPORT

As permitted by Paragraph 1A of Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 certain matters which are required to be disclosed in the directors' report have been omitted as they are included in the strategic report.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Report of the Director 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgements 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and 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.

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 30 SEPTEMBER 2015

AUDITORS

The auditors, HODGE BAKSHI, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

DR B REES-SMITH - Director

16 June 2016



REPORT OF THE INDEPENDENT AUDITORS TO

RSR LTD

UNDER SECTION 449 OF THE COMPANIES ACT 2006

CHARTERED ACCOUNTANTS
& CHARTERED TAX ADVISERS

We have examined the abbreviated accounts set out on pages eight to nineteen, together with the full financial statements of RSR. Ltd for the year ended 30 September 2015 prepared under Section 396 of the Companies Act 2006.

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special auditors' 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, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of director and auditors

The director is responsible for preparing the abbreviated accounts in accordance with Section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 445(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section.

Pankaj Bakshi (Senior Statutory Auditor)' for and on behalf of HODGE BAKSHI

CHARTERED ACCOUNTANTS &

STATUTORY AUDITORS

CHURCHGÀTE HOUSÉ CHÙRCH ROAD

CARDIFF

CF14 2DX

Date: 17 the 2016

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Directors • Pankaj Bakshi FCA CTA • Khurshed Bamji BSc (Hons) ACA FCA (ICAI) FCCA
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ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2015

	Notes	2015 £	2014 £
TURNOVER	2	14,130,356	13,575,447
Cost of sales and other operating incom	ne	(3,624,527)	(3,387,899)
		10,505,829	10,187,548
Administrative expenses		2,261,698	2,145,414
OPERATING PROFIT	4	8,244,131	8,042,134
Interest receivable and similar income		3,565	7,830
PROFIT ON ORDINARY ACTIVIT BEFORE TAXATION	TIES	8,247,696	8,049,964
Tax on profit on ordinary activities	5	926,223	868,364
PROFIT FOR THE FINANCIAL YEAR		7,321,473	7,181,600

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

ABBREVIATED BALANCE SHEET 30 SEPTEMBER 2015

		20.	15	201	4
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		359,389		242,766
CURRENT ASSETS	,				
Stocks	8	552,249		646,513	
Debtors	9	4,215,026		4,062,978	
Cash at bank and in hand		5,785,538		5,023,271	
CREDITORS		10,552,813		9,732,762	
Amounts falling due within one year	10	447,271		655,587	
NET CURRENT ASSETS			10,105,542		9,077,175
TOTAL ASSETS LESS CURRENT LIABILITIES			10,464,931		9,319,941
CREDITORS Amounts falling due after more than o year	ne 11		555,290		731,773
NET ASSETS			9,909,641		8,588,168
CAPITAL AND RESERVES					
Called up share capital	13		100		100
Profit and loss account	14		9,909,541		8,588,068
SHAREHOLDERS' FUNDS	18		9,909,641		8,588,168

The abbreviated accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to medium-sized companies.

The financial state ments were approved by the director on 16 June 2016 and were signed by:

DR B REES-SMITH - Director

<u>CASH FLOW STATEMENT</u> <u>FOR THE YEAR ENDED 30 SEPTEMBER 2015</u>

		2015	2014
	Notes	£	£
Net cash inflow			
from operating activities	1	8,345,474	8,120,887
Returns on investments and			
servicing of finance	2	3,565	7,830
Taxation		(1,274,998)	(700,000)
Capital expenditure	2	(311,774)	(151,667)
Capital expenditure	2	(311,774)	(131,007)
Equity dividends paid		(6,000,000)	(6,000,000)
Increase in cash in the period		762,267	1,277,050
Reconciliation of net cash flow			
to movement in net funds	3		
Increase in cash in the period		762,267	1,277,050
Change in net funds resulting			
from cash flows		762,267	1,277,050
Movement in net funds in the p	eriod	762,267	1,277,050
Net funds at 1 October		5,023,271	3,746,221
Net funds at 30 September		5,785,538	5,023,271

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	Operating profit Depreciation charges Decrease in stocks Increase in debtors Decrease in creditors Net cash inflow from operating activities		2015 £ 8,244,131 195,150 94,264 (152,048) (36,023) 8,345,474	2014 £ 8,042,134 206,926 156,712 (225,191) (59,694) 8,120,887
2.	ANALYSIS OF CASH FLOWS FOR HEADINGS N STATEMENT	VETTED IN TH	E CASH FLO	W
			2015 £	2014 £
-	Returns on investments and servicing of finance Interest received		3,565	7,830
	Net cash inflow for returns on investments and servi finance	icing of	3,565	7,830
	Capital expenditure Purchase of tangible fixed assets		(311,774)	(151,667)
	Net cash outflow for capital expenditure		(311,774)	(151,667)
3.	ANALYSIS OF CHANGES IN NET FUNDS	At		At
		1.10.14 £	Cash flow £	30.9.15 £
	Net cash: Cash at bank and in hand	5,023,271	762,267	5,785,538
		5,023,271	762,267	5,785,538
	Total	5,023,271	762,267	5,785,538

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery - 25% on cost Fixtures and fittings - 25% on cost Motor vehicles - 25% on cost Computer equipment - 33% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

Operating leases

Operating lease rentals are charged on a straight line basis over the term of the lease.

Royalties

The company receives and pays royalties. These are accounted for in the year to which they relate.

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NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2015

2. TURNOVER

3.

4.

Money purchase schemes

The turnover and profit before taxation are attributable to the one principal activity of the company.

An analysis of turnover by geographical market for the year ended 30 September 2015 is given below:

United Kingdom Export		£ 563,939 13,566,417
		14,130,356
This analysis is not considered to be applicable to the year e	nded 30 September 2014.	
STAFF COSTS		
	2015	2014
Wages and salaries	£ 4,119,617	£ 4,032,043
Social security costs	425,839	4,032,043
Other pension costs	236,956	236,136
	4,782,412	4,677,483
The average monthly number of employees during the year v	was as follows: 2015 119	2014
OPERATING PROFIT		
The operating profit is stated after charging:		
	2015	2014
	£	
		£
Depreciation - owned assets	195,151	206,926
Auditors' remuneration	8,250	206,926 8,250
	-	206,926

The number of directors to whom retirement benefits were accruing was as follows:

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2015

5. TAXATION

6.

Ana	lysis	of	the	tax	charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2015	2014
	£	£
Current tax: UK corporation tax	926,223	868,364
Tax on profit on ordinary activities	926,223	868,364

UK corporation tax has been charged at 21% (2014 - 22%).

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

Profit on ordinary activities before tax	2015 £ 8,247,696	2014 £ 8,049,964
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20.500% (2014 - 22%)	1,690,778	1,770,992
•	1,070,778	1,770,992
Effects of: Depreciation & Balancing charge	40,006	45,524
Additional R&D claim	(422,404)	(426,127)
Effect of Capital allowances	(30,526)	(34,469)
Disallowable items	1,877	2,435
Patent Box deduction	(353,508)	(302,090)
Group relief		(187,901)
Current tax charge	926,223	868,364
DIVIDENDS		
*	2015	2014
Interim	£ 6,000,000	£ 6,000,000
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NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2015

7. TANGIBLE FIXED ASSETS

		Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Computer equipment	Totals £
	COST					
	At 1 October 2014	1,825,123	413,536	110,177	116,294	2,465,130
	Additions	241,482	69,161	-	1,131	311,774
	At 30 September 2015	2,066,605	482,697	110,177	117,425	2,776,904
	DEPRECIATION					
	At 1 October 2014	1,653,704	377,725	99,486	91,449	2,222,364
	Charge for year	137,173	44,060	5,346	8,572	195,151
	At 30 September 2015	1,790,877	421,785	104,832	100,021	2,417,515
	NET BOOK VALUE					
	At 30 September 2015	275,728	60,912	5,345	17,404	359,389
	At 30 September 2014	171,419	35,811	10,691	24,845	242,766
8.	STOCKS					
					2015	2014
	0: 1 CD 36: 11				£	£
	Stock of Raw Material				552,249	646,513
9.	DEBTORS: AMOUNTS	EALLING DUE	WITHIN ON	TE VEAD		
9.	DEDIORS: AMOUNTS	FALLING DUE	WITHIN	NE LEAK	2015	2014
					£	£
	Trade debtors				2,876,394	2,496,128
	Tax Recoverable				161,643	110,214
	Due from Group Compani	les			1,156,879	1,437,095
	Prepayments				20,110	19,541
					4,215,026	4,062,978
					-	

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2015

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2015	2014
	£	£
Trade creditors	179,259	152,715
Tax	33,589	382,365
Social security and other taxes	109,598	-
Other creditors	15,987	15,987
Due to group undertakings	34,935	34,935
Accrued Expenses	61,675	57,357
Directors' loan accounts	12,228	12,228
	447,271	655,587
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN		
ONE YEAR		
	2015	2014
	£	£

12. OPERATING LEASE COMMITMENTS

Due to group undertaking

11.

The following operating lease payments are committed to be paid within one year:

				Land and buildings	
				2015	2014
				£	£
	Expiring:				
	In more than	n five years		321,200	321,000
		•			
13.	CALLED U	JP SHARE CAPITAL			
	Allotted, iss	sued and fully paid:			
	Number:	Class:	Nominal	2015	2014
			value:	£	£
	100	Ordinary	£1	100	100
		·			

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2015

14. RESERVES

Profit and loss account £ 8,588,068 7,321,473

At 1 October 2014 Profit for the year Dividends

(6,000,000)

At 30 September 2015

9,909,541

continued...

15. **CONTINGENT LIABILITIES**

Counter Indemnity given by the company's bankers, HSBC Bank for £40,000 to HM Customs and Excise.

16. RELATED PARTY DISCLOSURES

Dixondale Ltd

Parent Company

During the year, RSR Ltd paid rent of £321,000 to Dixondale Ltd (2014: 321,000). Rent is paid at arms length, on a commercial basis.

·	2015	2014
	£	£
Amount due to related party at the balance sheet date	555,290	731,773
		

DR B REES-SMITH

Director and 100% Shareholder of Dixondale Limited.

RSR Limited is 100% controlled by Dr B Rees-Smith given Dr B Rees-Smith's 100% shareholding of the parent company Dixondale Limited.

The loan outstanding to Dr B Rees-Smith at 30th September 2015 was interest free. There were no movements on this account during the year.

	2015	2014
	£	£
Amount due to related party at the balance sheet date	12,228	12,228

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2015

16. RELATED PARTY DISCLOSURES - continued

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Subsidiary of Dixondale Ltd

Amount due to related party at the balance sheet date	2015 £ 34,936	2014 £ 34,936
Cosmic Corporation Subsidiary of Dixondale Ltd		
RSR Ltd and Cosmic Corporation engage in normal trading on an arms	length basis.	
Amount due from related party at the balance sheet date	2015 £ 1,156,879	2014 £ 1,437,095
AV7 Company Dr B Rees-Smith holds an interest in		
Amount due to related party at the balance sheet date	2015 £ 15,987	2014 £ 15,987
Kronus Inc Associate Company within the Dixondale Group		
Amount due from related party at the balance sheet date	2015 £ 795,542	2014 £ 723,809
RSR Tiajin Biotech Ltd Associate Company within the Dixondale Group		
Amount due from related party at the balance sheet date	2015 £ 72,445	2014 £ 22,756

17. ULTIMATE CONTROLLING PARTY

The company's ultimate parent undertaking is Dixondale Limited, a company incorporated in England and Wales.

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 30 SEPTEMBER 2015

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015	2014
	£	£
Profit for the financial year	7,321,473	7,181,600
Dividends	(6,000,000)	(6,000,000)
Net addition to shareholders' funds	1,321,473	1,181,600
Opening shareholders' funds	8,588,168	7,406,568
Closing shareholders' funds	9,909,641	8,588,168