

Goldbeck Construction Limited

Directors' report and financial statements  
for the year ended 31 March 2011

Registered number 03989672



# **Goldbeck Construction Limited**

## **Directors' report and financial statements for the year ended 31 March 2011**

### **Contents**

	<b>Page</b>
Company information	<b>1</b>
Directors' report for the year ended 31 March 2011	<b>2</b>
Independent auditors' report to the members of Goldbeck Construction Limited	<b>4</b>
Profit and loss account for the year ended 31 March 2011	<b>6</b>
Balance sheet as at 31 March 2011	<b>7</b>
Notes to the financial statements for the year ended 31 March 2011	<b>8</b>

# **Goldbeck Construction Limited**

## **Company information**

### **Directors**

U Brackmann  
J-U Goldbeck

### **Company secretary**

JL Hoare

### **Registered office**

2 Bloomsbury Street  
London  
WC1B 3ST

### **Registered number**

03989672

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Exchange House  
Midsummer Boulevard  
Central Milton Keynes  
MK9 2DF

### **Bankers**

Dresdner Kleinwort Wasserstein  
Dresdner Bank AG, London Branch  
PO Box 18075  
Riverbank House  
2 Swan Lane  
London  
EC4R 3UX

# **Goldbeck Construction Limited**

## **Directors' report for the year ended 31 March 2011**

The directors present their report and the audited financial statements for the year ended 31 March 2011. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

### **Principal activities**

The principal activity of the company during the year was that of the supply and erection of prefabricated industrial and commercial buildings.

### **Business review**

The company made a profit for the financial year of £104,223 (2010: profit of £424,601) and had net assets of £1,064,977 (2010: £960,754). The directors do not recommend the payment of a dividend (2010: none). The company completed a significant construction project in 2011 and is expected to be profitable going forward into 2012.

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

### **Principal risks and uncertainties, including financial management**

The company's operations expose it to a variety of financial risks that include price risk, credit risk and liquidity and interest rate risk. 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.

#### *Price risk*

The company is exposed to commodity price risk as a result of its operations. However, given the size of the company's operations, the costs of managing exposure to commodity price risk exceed any potential benefits. The directors will revisit the appropriateness of this policy should the company's operations change in size or nature. The company has no exposure to equity securities price risk as it holds no listed or equity investments.

#### *Credit risk*

The company has implemented policies that require appropriate credit checks on potential customers before sales are made. The amount of exposure to any individual counterparty is subject to a limit which is reassessed annually.

#### *Liquidity and interest rate risk*

The company is financed by its parent company through intercompany debt. This arrangement is designed to ensure that the company has sufficient available funds for day-to-day operations and planned expansion. To the extent that the parent company loans are interest bearing, the interest rate is set by the parent company and interest payable is calculated on a daily basis.

### **Directors**

The following directors have held office throughout the year and up to the signing of these financial statements:

U Brackmann  
J-U Goldbeck

### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

# Goldbeck Construction Limited

## Directors' report for the year ended 31 March 2011 (continued)

### Statement of directors' responsibilities (continued)

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 accounting 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,
- 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 director in office at the date of the directors' report is approved, 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.

On behalf of the Board

  
U. Brackmann  
Director

22<sup>nd</sup> December 2011

# **Goldbeck Construction Limited**

## **Independent auditors' report to the members of Goldbeck Construction Limited**

We have audited the financial statements of Goldbeck Construction Limited for the year ended 31<sup>st</sup> March 2011 which comprise the Profit and Loss Account, 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 2 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 Directors' 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<sup>st</sup> March 2011 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 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.

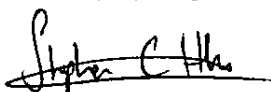
### **Matters on which we are required to report by exception**

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:

## **Goldbeck Construction Limited**

### **Independent auditors' report to the members of Goldbeck Construction Limited (continued)**

- 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,
- 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



Stephen Hale (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Milton Keynes

22<sup>nd</sup> December 2011

## Goldbeck Construction Limited

### Profit and loss account for the year ended 31 March 2011

	Notes	2011 £	2010 £
<b>Turnover</b>	2	<b>3,269,537</b>	4,433,880
Cost of sales		(2,842,687)	(3,394,359)
Gross profit		<b>426,850</b>	1,039,521
Administrative expenses		(310,175)	(347,727)
<b>Operating profit</b>	3	<b>116,675</b>	691,794
Interest receivable and similar income	4	<b>86,610</b>	18,431
Interest payable and similar charges	5	(51,184)	(122,610)
<b>Profit on ordinary activities before taxation</b>		<b>152,101</b>	587,615
Tax on profit on ordinary activities	8	(47,878)	(163,014)
<b>Profit for the financial year</b>	15	<b>104,223</b>	424,601

The operating profit for both the current and prior financial years arises from the company's continuing operations

No separate statement of total recognised gains and losses has been presented as all such gains and losses have been dealt with in the profit and loss account for both the current and prior financial year

There are no material differences between the profit on ordinary activities before taxation and the retained profit for either the current financial year or the prior financial year and their historical equivalents

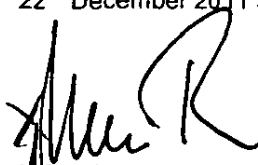


# Goldbeck Construction Limited

## Balance sheet as at 31 March 2011

	Notes	2011 £	2010 £
<b>Fixed assets</b>			
Tangible assets	9	16,713	20,669
<b>Current assets</b>			
Debtors	10	485,399	133,213
Cash at bank and in hand		2,576,290	4,600,020
		3,061,689	4,733,233
Creditors amounts falling due within one year	11	(2,013,425)	(3,783,954)
<b>Net current assets</b>		1,048,264	949,279
<b>Total assets less current liabilities</b>		1,064,977	969,048
Creditors amounts falling due after more than one year	12	-	(9,194)
		1,064,977	960,754
<b>Capital and reserves</b>			
Called up share capital	14	25,000	25,000
Profit and loss account	15	1,039,977	935,754
<b>Total shareholders' funds</b>	16	1,064,977	960,754

These financial statements on pages 6 to 16 were approved by the Board of directors on 22<sup>nd</sup> December 2011 and signed on its behalf by

  
U. Brackmann  
Director

Goldbeck Construction Limited

Registered number: 03989672

# **Goldbeck Construction Limited**

## **Notes to the financial statements for the year ended 31 March 2011**

### **1 Principal accounting policies**

#### **Basis of accounting**

The financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with applicable accounting standards and the Companies Act 2006. The principal accounting policies are set out below and are consistently applied.

#### **Cash flow statement**

Under FRS 1 (revised 1996) "Cash flow statements" the company is exempt from the requirement to prepare a cash flow statement on the grounds that more than 90% of voting rights are controlled by Ortwin Goldbeck GmbH & Co KG and includes the company in its own published consolidated financial statements.

#### **Tangible fixed assets**

Tangible fixed assets are stated at cost less depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life as follows:

Fixtures, fittings and equipment	25% per annum, straight line basis
Motor vehicles	25% per annum, straight line basis

#### **Long term contracts**

Long term contracts are assessed on a contract basis and reflected in the profit and loss account by recording turnover and related costs as contract activity progresses. Turnover is ascertained in a manner appropriate to the stage of completion of the contract, and credit taken for profit earned to date when the outcome of the contract can be assessed with reasonable certainty. The amount by which turnover exceeds payment on account is classified as "amounts recoverable on contracts" and included in debtors; to the extent that payments on account exceed relevant turnover, the excess is included as a creditor. The amount of long term contracts, at cost net of amounts transferred to cost of sales, less provision for foreseeable losses and payments on account not matched with turnover, is included within stocks.

#### **Deferred taxation**

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### **Leased assets**

All leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term.

# Goldbeck Construction Limited

## 1 Principal accounting policies (continued)

### Turnover

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers outside the group and, in the case of long term contracts, credit is taken appropriate to the stage of completion in accordance with SSAP 9 when the outcome of the contract can be assessed with reasonable certainty

### Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account

## 2 Turnover

	2011	2010
	£	£
<b>Geographical market by destination:</b>		
UK	3,269,537	4,433,880
	3,269,537	4,433,880

## 3 Operating profit

	2011	2010
	£	£
<b>Operating profit is stated after charging/(crediting):</b>		
Depreciation of tangible assets	3,956	4,765
Operating lease rentals – plant and machinery	13,563	16,113
– other	41,085	55,591
Auditors' remuneration – statutory audit	20,400	19,100
– tax compliance	7,000	16,541

## Goldbeck Construction Limited

### 4 Interest receivable and similar income

	2011	2010
	£	£
Bank interest	-	8,988
Other interest	-	2,804
Foreign currency translation gains	86,610	6,639
	86,610	18,431

### 5 Interest payable and similar charges

	2011	2010
	£	£
Group interest payable	51,184	122,610

### 6 Employees

#### Number of employees

The average monthly number of employees (including directors) during the year was

	2011	2010
	Number	Number
Administration	4	4

#### Employment costs

	2011	2010
	£	£
Wages and salaries	113,117	132,458
Social security costs	14,910	17,413
	128,027	149,871

### 7 Directors' emoluments

The directors were not remunerated for their services to the company during this or the previous year

## Goldbeck Construction Limited

### 8 Tax on profit on ordinary activities

	2011	2010
	£	£
<b>Current tax:</b>		
UK corporation tax on profits of the period	-	-
Adjustment in respect of previous periods	6,740	-
Current tax charge	6,740	-
<b>Deferred tax</b>		
Origination and reversal of timing differences	36,679	164,883
Adjustments in respect of previous periods	-	(1,869)
Changes in tax rates	4,459	-
Total deferred tax	41,138	163,014
Tax on profit on ordinary activities	47,878	163,014

### Factors affecting the tax charge for the year

	2011	2010
	£	£
Profit on ordinary activities before taxation	152,101	587,615
Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28% (2010: 28%)	42,588	164,532
<b>Effects of</b>		
Expenses not deductible for tax purposes	351	351
Accelerated capital allowances	1,040	1,249
Adjustments to previous periods	6,740	-
Other timing differences	(43,979)	(166,132)
Current tax charge for the year	6,740	-

## Goldbeck Construction Limited

### 9 Tax on profit on ordinary activities (continued)

#### Factors which may affect future tax charges

In addition to the changes in rates of Corporation tax disclosed above a number of further changes to the UK Corporation tax system were announced in the March 2011 UK Budget Statement. Legislation to reduce the main rate of corporation tax from 26% to 25% from 1 April 2012 was substantively enacted on 5 July 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014. These further changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

### 10 Tangible fixed assets

	Fixtures, fittings and equipment	Total
	£	£
<b>Cost</b>		
At 1 April 2010	33,059	33,059
<b>At 31 March 2011</b>	<b>33,059</b>	<b>33,059</b>
<b>Depreciation</b>		
At 1 April 2010	12,390	12,390
Charge for the year	3,956	3,956
<b>At 31 March 2011</b>	<b>16,346</b>	<b>16,346</b>
<b>Net book value</b>		
<b>At 31 March 2011</b>	<b>16,713</b>	<b>16,713</b>
At 31 March 2010	20,669	20,669

## Goldbeck Construction Limited

### 11 Debtors

	2011	2010
	£	£
Trade debtors	454,064	2,776
Amounts recoverable on long term contracts	1,110	66,654
Corporation tax	-	4,204
Deferred tax asset (note 14)	18,090	59,228
Prepayments	12,135	351
	<b>485,399</b>	<b>133,213</b>

### 12 Creditors: amounts falling due within one year

	2011	2010
	£	£
Trade creditors	96,844	88,273
Amounts owed to group undertakings	353,264	3,637,950
Corporation tax	2,536	-
Other tax and social security costs	341,150	13,167
Other creditors	21,431	29,440
Accruals and deferred income	1,198,200	15,124
	<b>2,013,425</b>	<b>3,783,954</b>

Amounts owed to group undertakings are unsecured, have no fixed date of repayment and are repayable on demand

## Goldbeck Construction Limited

### 13 Creditors: amounts falling due after more than one year

	2011	2010
	£	£
Other creditors	-	9,194

### 14 Deferred taxation

	2011	2010
	£	£
Accelerated capital allowances	(4,094)	(5,449)
Unrelieved trading losses	22,184	64,677
	18,090	59,228

	2011	2010
	£	£
At 1 April	59,228	222,242
Deferred tax (charge)/credit in profit and loss account	(41,138)	(163,014)
At 31 March	18,090	59,228

### 15 Called up share capital

	2011	2010
	£	£
<b>Authorised</b>		
100,000 (2010 100,000) ordinary shares of £1 each	100,000	100,000
<b>Allotted and fully paid</b>		
25,000 (2010 25,000) ordinary shares of £1 each	25,000	25,000



## Goldbeck Construction Limited

### 16 Profit and loss account

	£
At 1 April 2010	935,754
Profit for the financial year	104,223
<b>At 31 March 2011</b>	<b>1,039,977</b>

### 17 Reconciliation of movement in shareholders' funds

	2011	2010
	£	£
Profit for the financial year	104,223	424,601
Opening shareholders' funds	960,754	536,153
<b>Closing shareholders' funds</b>	<b>1,064,977</b>	<b>960,754</b>

### 18 Financial commitments

At 31 March 2011 the company had annual commitments under non-cancellable operating leases for assets other than land and buildings which expire as follows

	2011	2010
	£	£
Within one year	13,583	11,470
Within two to five years	26,396	25,412
	<b>39,979</b>	<b>36,882</b>

## Goldbeck Construction Limited

### 19 Related party transactions

Related party transactions and balances are as follows

	2011	2010
	£	£
<b>Goldbeck International GmbH – immediate parent undertaking</b>		
Purchase of construction materials	(5,302)	(1,024,160)
Interest on intercompany net funding	(50,720)	(122,610)
Management charges	(18,529)	(36,264)
Balance payable at 31 March	(353,264)	(3,637,950)

### 20 Control and ownership

The immediate parent undertaking is Goldbeck International GmbH

The ultimate parent undertaking and controlling party is Ortwin Goldbeck GmbH & Co KG, a German limited liability partnership. The ultimate controlling party is Mr Ortwin Goldbeck, Germany.

Ortwin Goldbeck Holding SE is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31<sup>st</sup> March 2011. The consolidated financial statements of Ortwin Goldbeck Holding SE are available from Ummelner Str. 4-6, 33649 Bielefeld, Germany.

Goldbeck GmbH is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31<sup>st</sup> March 2011. The consolidated financial statements of Goldbeck GmbH can be obtained from Ummelner Str. 4-6, 33649 Bielefeld, Germany.