# PERFORMANCE PAINTS LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

THURSDAY



A27

25/05/2017

# **COMPANY INFORMATION**

**Directors** 

P A Buck

S A Cullen

G C Stronach

(Appointed 7 October 2015)

(Appointed 7 October 2015)

(Appointed 7 October 2015)

Company number

05892338

Registered office

Units D1 - D4

**Northway Trading Estate** 

Ashchurch TEWKESBURY GL20 8JH

**Auditor** 

Johnston Carmichael LLP

Bishop's Court 29 Albyn Place ABERDEEN AB10 1YL

# **CONTENTS**

	Page
Directors' report	1 - 2
Independent auditor's report	3 - 4
Statement of comprehensive income	5
Balance sheet	6
Statement of changes in equity	7
Notes to the financial statements	8 - 15

# **DIRECTORS' REPORT**

# FOR THE YEAR ENDED 30 SEPTEMBER 2016

The directors present their annual report and financial statements for the year ended 30 September 2016.

### **Principal activities**

The principal activity of the company continued to be that of the manufacture of paints, varnishes and similar coatings, mastics and sealants.

### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

P A Buck	(Appointed 7 October 2015)
S A Cullen	(Appointed 7 October 2015)
G C Stronach	(Appointed 7 October 2015)
M J McKelvie	(Resigned 7 October 2015)
R J McKelvie	(Resigned 7 October 2015)

#### **Auditor**

Johnston Carmichael LLP were appointed as auditor to the company during the year. Johnston Carmichael LLP have expressed their willingness to continue in office as auditor and appropriate arrangements are being made for them to be deemed reappointed as auditor.

# Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 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;
- 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.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

# Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

G C Stronach

Director 2312

# INDEPENDENT AUDITOR'S REPORT

# TO THE MEMBERS OF PERFORMANCE PAINTS LIMITED

We have audited the financial statements of Performance Paints Limited for the year ended 30 September 2016 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 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, 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.

### 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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 30 September 2016 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, based on the work undertaken in the course of our audit, the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements, and the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

# INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF PERFORMANCE PAINTS 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

#### Other matter

The figures for the comparative period have not been audited.

Niall Farquharson (Senior Statutory Auditor) for and on behalf of Johnston Carmichael LLP

Chartered Accountants Statutory Auditor 23/2/2017

Bishop's Court 29 Albyn Place ABERDEEN AB10 1YL

# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2016

Notes	Year ended 30 September 2016 £	Period ended 30 September 2015 £
	2,444,825 (1,405,701)	3,476,180 (1,997,000)
	1,039,124	1,479 <u>,</u> 180
	(322,316)	(670,162)
2	716,808	809,018
	22	10,354
	716,830	819,372
	(133,230)	(123,863)
	583,600	695,509
		ended 30 September 2016  Notes  2,444,825 (1,405,701)  1,039,124  (322,316)  716,808  22  716,830  (133,230)

# BALANCE SHEET AS AT 30 SEPTEMBER 2016

		201	6	20 <sup>-</sup>	15
	Notes	£	£	£	£
Fixed assets					
Intangible assets	4		12,423		-
Tangible assets	5		152,387		171,421
			164,810		171,421
Current assets					
Stocks		317,828		348,850	
Debtors	6	928,699		560,374	
Cash at bank and in hand		19,446		705,008	
		1,265,973		1,614,232	
Creditors: amounts falling due within	7				
one year		(484,018)		(402,989)	
Net current assets			781,955		1,211,243
Total assets less current liabilities			946,765		1,382,664
Provisions for liabilities	9		(22,612)		-
Net assets			924,153		1,382,664
Capital and reserves					
Called up share capital	10		100		100
Profit and loss reserves			924,053		1,382,564
Total equity			924,153		1,382,664
					====

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on  $\frac{2}{2}$  and are signed on its behalf by:

G C Stronach Director

Company Registration No. 05892338

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2016

		Share capital	Profit and loss reserves	Total
	Notes	£	£	£
Balance at 1 April 2014		100	949,071	949,171
Period ended 30 September 2015:				
Profit and total comprehensive income for the period		-	695,509	695,509
Dividends			(262,016)	(262,016)
Balance at 30 September 2015		100	1,382,564	1,382,664
Period ended 30 September 2016:				
Profit and total comprehensive income for the period		-	583,600	583,600
Dividends			(1,042,111)	(1,042,111)
Balance at 30 September 2016		100	924,053	924,153

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

# 1 Accounting policies

# **Company information**

Performance Paints Limited is a private company limited by shares incorporated in England and Wales. The registered office is Units D1 - D4, Northway Trading Estate, Ashchurch, Tewkesbury, GL20 8JH. The company's registered number is 05892338. The company's trading address is that of the registered office. The principal activities of the company and the nature of the operations are set out in the Directors' Report on page 1. During the previous period, the company extended its accounting financial year end from March to September, in order to align itself with the rest of the Spencer Coatings group, once acquired. As such the current financial year represents a 12 month period and the comparative was an 18 month period.

# 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound sterling.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

These financial statements for the year ended 30 September 2016 are the first financial statements of Performance Paints Limited prepared in accordance with FRS 102. The date of transition to FRS 102 was 1 April 2014. The reported financial position and financial performance for the previous period are not affected by the transition to FRS 102.

There were no changes made to the accounting policies nor were any significant transitional adjustments noted as a consequence of adopting FRS 102.

# 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

## 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

# 1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

## 1 Accounting policies

(Continued)

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

**Patents** 

No amortisation charged until patents in use

# 1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Leasehold improvements

25% straight line

Plant and equipment

10% straight line

Fixtures and fittings

25% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

#### 1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

### 1.7 Stocks

Stocks and work in progress are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

# 1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

# 1 Accounting policies

(Continued)

#### Basic financial assets

Basic financial assets, which include trade debtors, amounts due from group undertakings and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. The effective interest rate is the rate that exactly discounts estimated future cash receipts/payments through the expected life of the investment to the net carrying amount on initial recognition. The effective interest rate is the rate that exactly discounts estimated future cash receipts/payments through the expected life of the investment to the net carrying amount on initial recognition. Financial assets classified as receivable within one year are not amortised.

# Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

## Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

# Classification of financial liabilities

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 company after deducting all of its liabilities.

# Basic financial liabilities

Basic financial liabilities, including creditors, bank loans and amounts due to fellow group companies that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Basic financial instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

### 1 Accounting policies

(Continued)

# Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

# 1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

## Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

# 1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

# 1.13 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments on the balance sheet.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

# 1 Accounting policies

(Continued)

# 1.14 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

# 1.15 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

# 1.16 Confidential invoice discounting

The company has a confidential invoice discounting facility in place with the bank. Due to the nature of the agreement, the risks and rewards are still retained with the company and therefore separate presentation is appropriate, with the liability being included within bank loans and overdrafts,

# 2 Operating profit

	2016	2015
Operating profit for the period is stated after charging/(crediting):	£	£
Fees payable to the company's auditor for the audit of the company's		
financial statements	7,000	-
	<del></del>	

# 3 Employees

The average monthly number of persons (including directors) employed by the company during the year was 10 (2015 - 10).

# 4 Intangible fixed assets

•	Other £
Cost At 1 October 2015 Additions	12,423
At 30 September 2016	12,423
Amortisation and impairment At 1 October 2015 and 30 September 2016	
Carrying amount At 30 September 2016	12,423
At 30 September 2015	<u> </u>

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

5	Tangible fixed assets			
		Land and buildings	Plant and machinery etc	Total
		£	£	£
	Cost			
	At 1 October 2015	4,018	301,999	306,017
	Additions	-	12,836	12,836
	At 30 September 2016	4,018	314,835	318,853
	Depreciation and impairment			
	At 1 October 2015	3,516	131,080	134,596
	Depreciation charged in the year	502	31,368	31,870
	At 30 September 2016	4,018	162,448	166,466
	Carrying amount			
	At 30 September 2016	_	152,387	152,387
	7 tt 00 Ocptomber 2010	<del>==</del> ===	====	=====
	At 30 September 2015	502	170,919	171,421
6	Debtors			
			2016	2015
	Amounts falling due within one year:		£	£
	Trade debtors		418,774	392,916
	Amounts due from group undertakings		131,125	-
	Other debtors		28,800	167,458
			578,699	560,374
	Amounts falling due after one year:			
	Amounts due from group undertakings		350,000	-
	Total debtors		928,699	560,374
				====

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

7	Creditors: amounts falling due within one year			
			2016	2015
			£	£
	Bank loans and overdrafts		218,723	-
	Trade creditors		106,145	229,706
٠	Amounts due to group undertakings		27,360	-
	Corporation tax		110,618	142,656
	Other taxation and social security		8,210	28,935
	Other creditors		12,962	1,692
	·		484,018	402,989
	Bank overdrafts balance above relates to invoice finance facility.			
8	Provisions for liabilities			
			2016	2015
			£	£
	Deferred tax liabilities	9	22,612	-
			22,612	-
	•			

# 9 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Liabilities 2016	Liabilities 2015
Balances:	£	£
Accelerated capital allowances	22,612	-
		2016
Movements in the year:		£
Liability at 1 October 2015		-
Charge to profit or loss		22,612
Liability at 30 September 2016		22,612
		<del></del>

The deferred tax liability set out above is expected to reverse within 5 years and relates to accelerated capital allowances that are expected to mature within the same period.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2016

10	Called up share capital		
		2016	2015
	•	£	£
	Ordinary share capital		
	Issued and fully paid		
	100 Ordinary of £1 each	100	100

During the year, 100% of the company's share capital was acquired by Spencer Coatings Group, a company registered in Scotland.

# 11 Financial commitments, guarantees and contingent liabilities

The company is party to a cross guarantee together with Prospeed Coatings Limited, The Independent Coatings Group Limited and Protega Paints Limited, fellow group undertakings.

# 12 Operating lease commitments

### Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2016	2015
	£	£
Within one year	23,750	47,500
Between two and five years	-	23,750
	<del></del>	
	23,750	71,250
·	<u></u>	

## 13 Related party transactions

No guarantees have been given or received.

The company has taken advantage of the exemption available in accordance with section 33 of FRS 102 'Related party disclosures' not to disclose transactions entered into between two or more members of a group, as the company is a wholly owned subsidiary undertaking of the group to which it is party to the transactions.

# 14 Directors' transactions

Included within other debtors is a balance due to the company from the directors of £nil (2015 - £131,480).

# 15 Parent company

The company is a wholly owned subsidiary of Spencer Coatings Group Limited, a company registered in Scotland.