## ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

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### **COMPANY INFORMATION**

**Directors** J S Adam

J R Adam D McWatt A White

Secretary D McWatt

Company number SC271214

Registered office Riverside Berth

King George V Dock

GLASGOW G51 4SD

Auditor Johnston Carmichael LLP

227 West George Street

GLASGOW G2 2ND

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#### STRATEGIC REPORT

#### FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present the strategic report for the year ended 31 December 2018.

#### **Principal Activities and Business Review**

The Group is principally engaged in the processing and recycling of scrap metal.

#### **Overall Strategy**

The Group's ongoing aim is to continue to achieve maximum metal recovery from processing operations and to reduce material going to landfill.

#### **Business Review**

In the opinion of the directors, the Group continued to trade satisfactorily during the year in uncertain markets with margins remaining tight.

The Group's profit for the year after taxation amounted to £1,957,758 (2017: £2,368,604).

The Directors continued to update the Group's processing equipment and property and invested £866,378 (2017: £1,229,577) in capital expenditure during the year.

#### **Financial Key Performance Indicators**

	2018	2017
	£	£
Turnover	70,958,043	62,672,501
Operating Profit	2,318,623	1,419,029
Cash in hand	13,875,658	6,502,548
Total net assets	22,179,441	20,728,371

In addition to financial indicators, the directors monitor on an on going basis, health and safety and environmental issues.

#### STRATEGIC REPORT (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2018

#### **Principal Risks and Uncertainties**

The major risks facing the Group are changes to commodity prices which are monitored closely by management.

#### Financial Risk Management Objectives and Policies

The Group's operations expose it to a variety of financial risks as described in more detail below. In order to manage the Group's exposure to these risks, the Group enters into a number of derivative transactions, including forward currency contracts.

All transactions in derivatives are undertaken to manage the risks arising from underlying business activities.

The directors review and agree policies for managing each of these financial risks and they are summarised below. These policies have remained unchanged from previous years.

#### **Price Risk**

The Group is exposed to commodity price risk as a result of its operations. However, given the size of the Group's operations, the cost of managing exposure to commodity price risk exceeds the potential benefits.

#### **Credit Risk**

The principal credit risk that arises is from trade debtors. The Group implements a policy that requires 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 regularly by the directors.

#### **Liquidity Risk**

The Group seek to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely.

#### **Exchange Risk**

The Group is exposed to an element of exchange risk as a result of their operations and transactions out with the United Kingdom.

On behalf of the board

#### **DIRECTORS' REPORT**

#### FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their annual report and financial statements for the year ended 31 December 2018.

#### Principal activities

The principal activity of the group continued to be that of processing and recycling scrap metal. The principal activity of the company was that of a holding company.

#### Directors

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

J S Adam

J R Adam

D McWatt

A White

#### Results and dividends

The results for the year are set out on page 8.

Ordinary dividends were paid amounting to £506,688 (2017: £506,688). The directors do not recommend payment of a further dividend.

#### **Auditor**

Johnston Carmichael LLP were appointed as auditor to the group and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

#### 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 group and company, and of the profit or loss of the group 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 group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### 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 auditor of the company 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 auditor of the company is aware of that information.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

On behalf of the board

SAdam

Date: (3

#### INDEPENDENT AUDITOR'S REPORT

#### TO THE MEMBERS OF JOHN R. ADAM & SONS (HOLDINGS) LIMITED

#### **Opinion**

We have audited the financial statements of John R. Adam & Sons (Holdings) Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2018 which comprise the group profit and loss account, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2018 and of the group's 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.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
  cast significant doubt about the group's or the parent company's ability to continue to adopt the going
  concern basis of accounting for a period of at least twelve months from the date when the financial
  statements are authorised for issue.

#### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

# INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF JOHN R. ADAM & SONS (HOLDINGS) LIMITED

#### Opinions 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit
  have not been received from branches not visited by us; or
- the parent company 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.

#### Responsibilities of directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

# INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF JOHN R. ADAM & SONS (HOLDINGS) LIMITED

#### Auditor's responsibilities for the audit of the financial statements (continued)

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business
  activities within the group to express an opinion on the consolidated financial statements. We are
  responsible for the direction, supervision and performance of the group audit. We remain solely responsible
  for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

#### Use of our report

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.

Gavin Young (Senior Statutory Auditor)
for and on behalf of Johnston Carmichael LLP

Chartered Accountants Statutory Auditor

227 West George S

227 West George Street GLASGOW G2 2ND

# GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

		2018	2017
	Notes	£	as restated £
Turnover	3	70,958,043	62,672,501
Cost of sales		(57,585,775)	(49,931,618)
Gross profit		13,372,268	12,740,883
Administrative expenses		(11,475,747)	(13,005,611)
Other operating income		252,147	142,171
Fair value movements		169,955	1,541,586
Operating profit	4	2,318,623	1,419,029
Interest receivable and similar income	8	115,695	34,345
Interest payable and similar expenses	9	(969)	(391)
Fair value gains and losses on investment properties		-	1,482,742
Profit before taxation		2,433,349	2,935,725
Tax on profit	10	(475,591)	(567,121)
Profit for the financial year	23	1,957,758	2,368,604
Total comprehensive income for the year		1,957,758	2,368,604

Profit for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

# GROUP BALANCE SHEET AS AT 31 DECEMBER 2018

		20	)18	20 as resta	)17 ited
	Notes	<b>. £</b>	£	£	£
Fixed assets					
Tangible assets	12		5,573,428		5,893,769
Investment properties	13		2,340,000		2,340,000
•			7,913,428		8,233,769
Current assets					
Stocks	17	2,200,551		4,186,678	
Debtors	18	4,589,625		8,678,005	
Cash at bank and in hand		13,875,658		6,502,548	
		20,665,834		19,367,231	
Creditors: amounts falling due within	40	(5.055.400)		(0.404.445)	
one year	19	(5,955,493)		(6,421,115)	
Net current assets			14,710,341		12,946,116
Total assets less current liabilities			22,623,769		21,179,885
Provisions for liabilities	20		(444,328)		(451,514
Net assets			22,179,441		20,728,371
Capital and reserves					
Called up share capital	22		460,625		460,625
Revaluation reserve	23		1,273,092		1,273,092
Capital redemption reserve	23		209,375		209,375
Other reserves	23		894,783		894,783
Profit and loss reserves	23		19,341,566		17,890,496
			22,179,441		20,728,371

The financial statements were approved by the board of directors and authorised for issue on 13 local and are signed on its behalf by:

J S Adam

D McWatt Director

# COMPANY BALANCE SHEET AS AT 31 DECEMBER 2018

		20	18	20	17
	Notes ·	£	£	£	£
Fixed assets					
Investments	14		1,692,846		1,692,846
Current assets		-		-	
Creditors: amounts falling due within one year	19	(826,266)		(819,578)	
Net current liabilities			(826,266)		(819,578)
Total assets less current liabilities			866,580		873,268
Capital and reserves					
Called up share capital	22		460,625		460,625
Capital redemption reserve	23		209,375		209,375
Profit and loss reserves	23		196,580		203,268
Total equity			866,580		873,268

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £500,000 (2017 - £500,000 profit).

The financial statements were approved by the board of directors and authorised for issue on and are signed on its behalf by:

JA Adam

**Director** 

D McWatt Director

Company Registration No. SC271214

## GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

		Share F capital	Revaluation reserve	Capital redemption reserve	Other reserves	Profit and loss reserves	Total
	Notes	£	£	£	£	£	£
Balance at 1 January 2017		460,625	-	209,375	894,783	17,301,672	18,866,455
Year ended 31 December 2017: Profit and total comprehensive income for the year Dividends Other movements	11	- - -	1,273,092		- - -	2,368,604 (506,688) (1,273,092)	2,368,604 (506,688
Balance at 31 December 2017 (as restated)		460,625	1,273,092	209,375	894,783	17,890,496	20,728,371
Year ended 31 December 2018: Profit and total comprehensive income for the year Dividends	11		- - -		-	1,957,758 (506,688)	1,957,758 (506,688
Balance at 31 December 2018	•	460,625	1,273,092	209,375	894,783	19,341,566	22,179,441

# COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

•		Share Capital capital redemption reserve		Profit and loss reserves	is	
	Notes	£	£	£	£	
Balance at 1 January 2017		460,625	209,375	209,956	879,956	
Year ended 31 December 2017: Profit and total comprehensive income for the year Dividends	11	-	-	500,000 (506,688)	500,000 (506,688)	
Balance at 31 December 2017		460,625	209,375	203,268	873,268	
Year ended 31 December 2018: Profit and total comprehensive income for the year Dividends	11	-	-	500,000 (506,688)	500,000 (506,688)	
Balance at 31 December 2018		460,625	209,375	196,580	866,580	

# GROUP STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2018

		20	18	20	17
	Notes	£	£	£	£
Cash flows from operating activities					
Cash generated from/(absorbed by)	28		0.005.665		(2 76E E20
operations Interest paid			9,885,665 (969)		(2,765,538)
Income taxes paid			(475,591)		(512,148)
·					
Net cash inflow/(outflow) from operating	g		0.400.105		(2 277 696)
activities			9,409,105		(3,277,686)
Investing activities					
Purchase of tangible fixed assets		(866,378)		(1,229,577)	
Proceeds on disposal of tangible fixed					
assets		73,833		378,597	
Interest received		108,195		26,693	
Other investment income received		7,500		7,500	
Net cash used in investing activities			(676,850)		(816,787)
Financing activities					
Settlement of derivative financial instrume	nts	(852,457)		-	
Interest paid		-		(391)	
Dividends paid to equity shareholders		(506,688)		(506,688)	
Net cash used in financing activities			(1,359,145)		(507,079)
Net increase/(decrease) in cash and cas	sh				
equivalents			7,373,110		(4,601,552)
Cash and cash equivalents at beginning o	f year		6,502,548		11,104,100
Cash and cash equivalents at end of ye	ar		13,875,658		6,502,548

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 1 Accounting policies

#### **Company information**

John R Adam & Sons (Holdings) Limited ("the company") is a private limited company domiciled and incorporated in Scotland. The registered office is Riverside Berth, George V Dock, Renfrew Road, Glasgow, G51 4SD.

The group consists of John R. Adam & Sons (Holdings) Limited and all of its subsidiaries, and its general activities are that of a scrap metal merchant.

#### 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.

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 £.

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

#### 1.2 Basis of consolidation

The consolidated financial statements incorporate those of John R. Adam & Sons (Holdings) Limited and all of its subsidiaries (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 December 2018. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

#### 1.3 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.

#### 1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of trade discounts, VAT and other sales related taxes. Revenue is recognised on despatch of goods over the weighbridge for domestic sales and on discharge of vessels at ports for exports. Adjustments relating to price and weight differences are accrued against turnover.

#### 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.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 1 Accounting policies

(Continued)

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

Freehold land and buildings

15 year straight line

Leasehold land and buildings

over the remaining period of the lease

Plant and equipment

30% reducing balance and 10%/20% straight line

Motor vehicles 25% reducing balance

Investment properties are revalued annually at their fair value in accordance with FRS 102 less any subsequent accumulated depreciation and impairment losses. No depreciation is provided on investment properties which is a departure from the requirements of the Companies Act 2006. In the opinion of the directors these properties are held primarily for investment and not consumption and so their current value is of more significance than any measure of consumption and to depreciate them would not give a true and fair view.

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 recognised in the profit and loss account.

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially at cost.

Subsequent to initial recognition:

i. investment properties whose fair value can be measured reliably without undue cost or effort are held at fair value. Any gains or losses arising from changes in the fair value are recognised in profit or loss in the period that they arise; and

ii. no depreciation is provided in respect of investment properties applying the fair value model.

#### 1.6 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

#### 1.7 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible 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.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.8 Stocks

Stocks are stated at the lower of cost and estimated net realisable value on quantities estimated by the directors and on a basis consistent with the previous year. Cost comprises direct materials delivered to the company's premises. No overheads have been added to stock valuation in respect of handling or processing cost, as such costs are not considered to be material in relation to the overall value of stock.

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 the statement of comprehensive income. Reversals of impairment losses are also recognised in the statement of comprehensive income.

#### 1.9 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand and deposits held at call with banks.

#### 1.10 Financial instruments

The group 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 group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and 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.

#### Basic financial assets

Basic financial assets, which include debtors 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. Financial assets classified as receivable within one year are not amortised.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 1 Accounting policies

(Continued)

#### Impairment of financial assets

Financial assets 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 the statement of comprehensive income.

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 the statement of comprehensive income.

#### 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 group 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 group after deducting all of its liabilities.

Basic financial liabilities, including creditors and loans from fellow group companies are initially recognised at transaction price. Financial liabilities classified as payable within one year are not amortised.

Debt 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. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### Derecognition of financial liabilities

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

#### 1.11 Equity instruments

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

#### 1.12 Taxation

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

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 1 Accounting policies

(Continued)

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income 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 group'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 statement of comprehensive income, 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 if, and only if, there is 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.

#### 1.13 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.

#### 1.14 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

#### 1.15 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.

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

#### 1.16 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 statement of comprehensive income for the period.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 1 Accounting policies

(Continued)

#### 1.17 Prior year adjustment

A recent third-party valuation has indicated that the fair value of investment properties is materially higher than previously estimated. As a consequence of this, the following changes were made to the comparative figures for the year ended 31 December 2017:

- Investment properties, carried at £857,258 within freehold land and buildings as at 31 December 2017, were reclassified for separate disclosure. This reduced the total value of tangible fixed assets as at 31 December 2017 from £6,751,027 to £5,893,769.
- Investment properties were subsequently revalued up by £1,482,742 to their fair value of £2,340,000 as at 31 December 2017.
- A provision for deferred taxation of £209,650 was recognised in the year ended 31 December 2017 on the fair value adjustment of £1,482,742. This increased the deferred taxation provision on the balance sheet as at 31 December 2017 from £241,864 to £451,514 and increased the taxation charge for the year in the statement of comprehensive income from £357,471 to £567,121.

Therefore profit for the the financial year ended 31 December 2017 increased by £1,273,092 from £1,095,512 to £2,368,604.

The net assets of the company as at 31 December 2017 increased by £1,273,092 from £19,455,279 to £20,728,371, with the above transactions creating a revaluation reserve as at 31 December 2017 of £1,273,092.

This change in accounting policy has no impact on the financial results for the year ended 31 December 2018.

#### 2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 2 Judgements and key sources of estimation uncertainty

(Continued)

#### Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

#### Stock valuation (2018: £2,200,551 (2017: £4,186,678))

Significant judgement and estimates of management are involved in the valuation and quantity of year end stock. Due to the nature of scrap metal and the price volatility, the valuation of such items at the year end is based on the management's judgements and past experience.

#### Provision for bad and doubtful debts (2018: £71,874 (2017: £83,194))

The requirement for any provision for bad debts is based on an assessment of the objective evidence available suggesting that a debtor may not be recoverable. Although due care is applied to this process, there is an element of subjectivity involved.

#### Contingent liabilities (note 24)

In order to form their judgements, the directors have sought expert opinions with regard to the contingent liabilities as set out in note 23.

#### 3 Turnover and other revenue

		2018 £	2017 £
	Turnover analysed by class of business		
	Processing and sale of scrap metal	70,958,043	62,672,501
		<del></del>	
	•	2018	2017
		£	£
	Turnover analysed by geographical market		
	United Kingdom	21,382,433	16,016,411
	European Union	43,353,004	35,174,105
	Rest of the World	6,222,606	11,481,985
		70,958,043	62,672,501
4	Operating profit/(loss)		
		2018	2017
		£	£
	Operating profit/(loss) for the year is stated after charging/(crediting):		
	Exchange (gains)/losses	(186,749)	1,750,092
	Depreciation of owned tangible fixed assets	1,134,559	1,257,201
	Cost of stocks recognised as an expense	57,201,156	49,931,618
	Operating lease charges	72,018	164,189

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

5	Auditor's remuneration			2049	2047
	Fees payable to the company's auditor and a	associates:		2018 £	2017 £
	For audit services Audit of the financial statements of the group	and company		34,000	29,500
	, and of the inturbial statements of the group	and company		=====	
	For other services Taxation compliance services			10,000	5,700
6	Employees				
	The average monthly number of persons (income the year was:	cluding directors) e	mployed by the	group and com	pany during
	the year was.	Group		Company	
		2018	2017	2018	2017
		Number	Number	Number	Number
	Production staff	58	60	-	-
	Administrative staff	13	11	-	-
	Directors	5	4	-	-
		76	75	-	
	Their aggregate remuneration comprised:				
		Group		Company	
		2018	2017	2018	2017
		£	£	£	£
	Wages and salaries	2,402,106	2,639,964	· -	-
	Social security costs	422,410	407,603	-	-
	Pension costs	150,001	87,512		-
		2,974,517	3,135,079	-	-
7	Directors' remuneration				
				2018 £	2017 £
	Remuneration for qualifying services			547,696	606,868
	Company pension contributions to defined co	ontribution scheme:	S	10,776	17,374
				558,472	624,242

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

7	Directors' remuneration		(Continued)
	Remuneration disclosed above includes the following amounts paid to the	highest paid directo	or:
		2018 £	2017 £
	Remuneration for qualifying services Company pension contributions to defined contribution schemes	211,789	213,372 17,374
8	Interest receivable and similar income		
		2018 £	2017 £
	Income from investments		
	Dividends received	7,500 ———	7,500 ———
9	Interest payable and similar expenses	2018	2017
		£	£
	Other finance costs: Other interest	969 ———	391 ———
10	Taxation	•	
		2018	2017 as restated
		£	£
	Current tax	E12 6E1	355,070
	UK corporation tax on profits for the current period Adjustments in respect of prior periods	512,651 (29,874)	(234)
	Total current tax	482,777	354,836
	Deferred tax		
	Origination and reversal of timing differences	(4,179)	2,669
	Adjustment in respect of prior periods Fair value adjustment for investment properties	(3,007)	(34) 209,650
	Total deferred tax	(7,186) ———	212,285
	Total tax charge	475,591	567,121
	·	<del>==</del>	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 10 Taxation (Continued)

The actual charge for the year can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

		2018	2017 as restated
		£	£
	Profit before taxation	2,433,349	2,935,725 ———
	Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.25%)	462,336	565,013
	Tax effect of expenses that are not deductible in determining taxable profit	15,460	17,616
	Tax effect of income not taxable in determining taxable profit	(1,425)	(9,221)
	Adjustments in respect of prior years	(32,881)	(268)
	Permanent capital allowances in excess of depreciation	45,742	70,633
	Adjust deferred tax rate to 19%	452	(367)
	Deferred tax not recognised	(13,504)	(565)
	Investment property fair value deferred tax difference	-	(75,720)
	Chargeable gains/losses	(589)	-
	Taxation charge	475,591	567,121
11	Dividends .		
		2018 £	2017 £
	Interim paid	506,688	506,688

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 12 Tangible fixed assets

Freehold land and buildings	Leasehold land and buildings	Plant and equipment	Motor vehicles	Total
£	£	£	£	£
181,628	248,347	14,695,516	1,914,518	17,040,009
408,250	-	331,674	126,454	866,378
-	-	(4,723)	(242,461)	(247,184)
589,878	248,347	15,022,467	1,798,511	17,659,203
181,628	112,136	9,669,786	1,182,690	11,146,240
13,608	12,649	938,132	170,170	1,134,559
-	-	(4,723)	(190,301)	(195,024)
195,236	124,785	10,603,195	1,162,559	12,085,775
394,642	123,562	4,419,272	635,952	5,573,428
	136,211	5,025,730	731,828	5,893,769
	181,628 408,250 589,878 181,628 13,608	181,628 248,347 408,250 - 589,878 248,347  181,628 112,136 13,608 12,649 - 195,236 124,785 - 394,642 123,562	## Page 123,562 ## Page 248,347 ## Page 248,34	and buildings         land and buildings         equipment         vehicles           £         £         £         £           181,628         248,347         14,695,516         1,914,518           408,250         -         331,674         126,454           -         -         (4,723)         (242,461)           589,878         248,347         15,022,467         1,798,511           181,628         112,136         9,669,786         1,182,690           13,608         12,649         938,132         170,170           -         -         (4,723)         (190,301)           195,236         124,785         10,603,195         1,162,559           394,642         123,562         4,419,272         635,952

The company had no tangible fixed assets at 31 December 2018 or 31 December 2017.

#### 13 Investment property

Gro	up	Company
20	18	2018
	£	£
Fair value		
At 1 January 2018 and 31 December 2018 2,340,0	00	-
	_	

The fair value of the investment property has been arrived at on the basis of a valuation carried out at 13 January 2020 by CBRE, who are not connected with the company. The valuation was made on an open market value basis.

Investment properties are rented out under an operating lease. The future minimum lease payments under this operating lease are:

- £105,000 due within 1 year
- £640,000 due between 1 and 5 years
- £2,042,500 due after 5 years

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

14	Fixed asset investments					
			Group		Company	
			2018	2017	2018	2017
		Notes	£	£	£	£
	Investments in subsidiaries	15	<u>-</u>	<u>-</u>	1,692,846	1,692,846
	Movements in fixed asset inves Company  Cost or valuation	stments			ı	Shares in group undertakings £
	At 1 January 2018 and 31 Decem	ber 2018				1,692,846
	Carrying amount					
	At 31 December 2018					1,692,846
	At 31 December 2017					1,692,846

#### 15 Subsidiaries

Details of the company's subsidiaries at 31 December 2018 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct Indirect
John R. Adam & Sons Limited	See below	Processors of scrap metal	Ordinary .	100.00 -
Thistle Metals Limited	See below	Scrap metal processing	Ordinary	- 100.00
Smillie Metallics (Midlands)	See below	Furnace drossing	Ordinary	
Limited				- 100.00
JP Robertson & Co Limited	See below	Dormant	Ordinary	- 100.00
Shieldhall Properties	See below	Dormant	Ordinary	
Limited				- 100.00

The registered office for all companies listed above is Riverside Berth, King George V Dock, Renfrew Road, Glasgow, G51 4SD.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

16	Financial instruments				
		Group		Company	
		2018	2017	2018	2017
		£	£	£	£
	Carrying amount of financial assets	40.045.504	44044057		
	Debt instruments measured at amortised cost	18,015,581 =========	14,041,857		
	Carrying amount of financial liabilities				
	Measured at fair value through profit or loss				
	- Other financial liabilities	35,169	1,047,580	-	-
	Measured at amortised cost	5,868,953	5,366,822	826,266	819,578
	·	`			
17	Stocks	_			
		Group	0047	Company	2047
		2018 £	2017 £	2018 £	2017 £
		£	L	L	L
	Raw materials and consumables	2,175,160	4,138,675	-	-
	Finished goods and goods for resale	25,391	48,003	-	-
		2,200,551	4,186,678		
		=			
18	Debtors				
		Group		Company	
		2018	2017	2018	2017
	Amounts falling due within one year:	£	£	£	£
	Trade debtors	3,461,681	6,998,510	-	-
	Other debtors	678,242	540,799	-	-
	Prepayments and accrued income	449,702	1,138,696		
		4,589,625	8,678,005	-	
		=			

Trade debtors above is stated net of provision for impairment of £71,874 (2017: £83,194)).

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

Creditors: amounts falling due within one	Group		Company	
	2018	2017	2018	2017
	£	£	£	£
Trade creditors	1,918,560	1,737,542	-	-
Amounts owed to group undertakings	-	-	826,266	819,578
Corporation tax payable	51,478	-	-	-
Other taxation and social security	117,531	6,712	-	-
Derivative financial instruments	35,169	1,047,580	-	_
Other creditors	164,653	1,161	-	-
Accruals and deferred income	3,832,723	3,628,120	•	-
	6,120,114	6,421,115	826,266	819,578

#### 20 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

	Liabilities 2018	Liabilities 2017
Group	£	£
Fixed asset timing differences	235,553	241,864
Short term timing differences	(348)	-
Capital gains / losses	209,123	209,650
	444,328	451,514
		<del></del>
The company has no deferred tax assets or liabilities.		
	Group	Company
·	2018	2018
Movements in the year:	£	£
Liability at 1 January 2018	451,514	-
Credit to profit or loss	(6,505)	-
Liability at 31 December 2018	445,009	
Liability at 31 December 2016	<del></del>	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

21	Retirement benefit schemes		
		2018	2017
	Defined contribution schemes	£	£
	Charge to profit or loss in respect of defined contribution schemes	150,001	87,512

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

#### 22 Share capital

	Group and company		
	2018	2017	
Ordinary share capital	£	£	
Issued and fully paid			
460,625 Ordinary shares of £1 each	460,625	460,625	

#### 23 Reserves

#### Revaluation reserve

The revaluation reserve represents the excess of the fair value of investment properties over their depreciated historic cost, less a provision for deferred taxation.

#### Profit and loss reserves

Profit and loss reserves are the cumulative profits and losses incurred by the group since incorporation and not distributed to the shareholders.

#### **Capital Redemption Reserves**

This represents the purchase of own shares.

#### **Other Reserves**

This relates to the acquisition of John R. Adam & Sons (Holdings) Ltd group on 1 September 2004 which was accounted for under the merger accounting policies.

#### 24 Financial commitments, guarantees and contingent liabilities

The following disclosure relates to the subsidiary undertaking John R. Adam & Sons Limited.

Based on the advice of leading tax counsel, the company is currently disputing an Assessment from HMRC with regard to VAT matters. The balance of VAT payable in the event that HMRC are successful is £1m with interest and penalties attaching estimated at £0.5m.

In addition, the company is currently challenging estimated Assessments from HMRC with regard to Corporation Tax, PAYE and NIC matters. The estimated tax payable in the event that HMRC are successful is £0.7m with attendant interest and penalties accruing in a further amount of £0.6m.

The company remains involved in challenging an enquiry by HMRC regarding the tax treatment of payments made under a Growth Securities Ownership Plan. Management's estimate of the company's potential liability in the event that HMRC are successful ranges from £0.8m to £2.1m after allowing for reimbursement, including tax repayable from HMRC.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### 25 Operating lease commitments

#### Lessee

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

	Group		Company		
•	2018	2017	2018	2017	
	£	£	£	£	
Within one year	387,500	387,500	-	-	
Between two and five years	1,550,000	1,550,000	-	-	
In over five years	1,550,000	1,937,500	-	-	
	3,487,500	3,875,000		-	

#### 26 Capital commitments

Amounts contracted for but not provided in the financial statements:

	Group	Company			
	2018	2017	2018	2017	
	£	£	£	£	
Acquisition of tangible fixed assets	49,984	313,500	-	-	
	<u></u>				

#### 27 Related party transactions

#### Transactions with related parties

The group has taken advantage of the exemption available in respect of Section 33.1a of FRS 102, which exempts them from disclosing transactions with other group companies which are wholly owned subsidiaries.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

Cash generated from group operations	2018	2017
·	£	£
Profit for the year after tax	1,957,758	2,368,604
Adjustments for:		
Taxation charged	475,591	567,121
Interest paid	969	391
Loss on disposal of tangible fixed assets	(21,673)	(48,720)
Interest received	(108,195)	(26,693)
Dividend income received	(7,500)	(7,500)
Fair value gains and losses on foreign exchange contracts and investm	nent	
properties	-	(1,482,742)
Depreciation and impairment of tangible fixed assets	1,134,559	1,257,201
Net fair value (gains) / losses recognised in P&L	(169,955)	(1,541,586)
Movements in working capital:		
Decrease/(increase) in stocks	1,986,127	(659,669)
Decrease/(increase) in debtors	4,022,177	(4,497,341)
Increase in creditors	615,807	1,305,396
Cash generated from/(absorbed by) operations	9,885,665	(2,765,538)