

COMPANY REGISTRATION NUMBER 0339277

Nicholls & Clarke Glass Limited
Financial statements
31 December 2013

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Nicholls & Clarke Glass Limited

Financial statements

Year ended 31 December 2013

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Nicholls & Clarke Glass Limited

Officers and professional advisers

The board of directors

K S A Forbes
S A Forbes, B.A. (Hons)
D I Forbes
R D Knight, F.C.I.S.

Company secretary

R D Knight

Registered office

41-51 Freshwater Road
Chadwell Heath
Romford
Essex
RM8 1SP

Auditor

Chantrey Vellacott DFK LLP
Chartered Accountants
& Statutory Auditor
Russell Square House
10 - 12 Russell Square
London
WC1B 5LF

Nicholls & Clarke Glass Limited

Strategic report

Year ended 31 December 2013

Business Review

The results for the year were satisfactory. The directors have confidence in the future of the company.

The company is a wholly owned subsidiary of Nicholls & Clarke Limited.

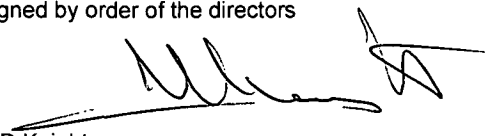
The Nicholls & Clarke Limited group manages its operations on a business unit basis. For this reason, the company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the company is discussed further in the group's annual report which does not form part of this report.

Principal risks and uncertainties

The principal risk faced by the Company to competitive pressure in the UK which could result in the company losing sales to its key competitors. The company manages this risk by providing added value services to its customers, having fast response times not only in supplying products but in handling all customer queries, and by maintaining strong relationships with customers. The directors consider that the foreign exchange risk to the company is adequately managed. The directors believe the company faces no other material risks or uncertainties.

The key risks faced by the group along with how they are mitigated are discussed in the group's Annual Report which does not form part of this Report.

Signed by order of the directors



R D Knight
Company Secretary

Approved by the directors on 3 April 2014

Nicholls & Clarke Glass Limited

Directors' report

Year ended 31 December 2013

The directors present their report and the financial statements of the company for the year ended 31 December 2013.

Results and dividends

The profit for the year, after taxation, amounted to £859,019. Particulars of dividends paid are detailed in note 6 to the financial statements.

Directors

The directors who served the company during the year were as follows:

K S A Forbes
S A Forbes, B.A. (Hons)
D I Forbes
R D Knight, F.C.I.S.

Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year.

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.

Nicholls & Clarke Glass Limited

Directors' report *(continued)*

Year ended 31 December 2013

Auditor

Chantrey Vellacott DFK LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Signed by order of the directors



R D Knight
Company Secretary

Approved by the directors on 3 April 2014

Nicholls & Clarke Glass Limited

Independent auditor's report to the shareholders of Nicholls & Clarke Glass Limited

Year ended 31 December 2013

We have audited the financial statements of Nicholls & Clarke Glass Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, 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).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit 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.

Nicholls & Clarke Glass Limited

Independent auditor's report to the shareholders of Nicholls & Clarke Glass Limited *(continued)*

Year ended 31 December 2013

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 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 Strategic Report and 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:

- 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.

Chantrey Vellacott DFK LLP

GARETH JONES FCA (Senior Statutory Auditor)
For and on behalf of
CHANTREY VELLACOTT DFK LLP
Chartered Accountants & Statutory Auditor

Russell Square House
10 - 12 Russell Square
London
WC1B 5LF

3 April 2014

Nicholls & Clarke Glass Limited

Profit and loss account

Year ended 31 December 2013

	Note	2013 £	2012 £
Turnover	2	17,632,562	16,492,723
Cost of sales		11,017,652	10,535,441
Gross profit		6,614,910	5,957,282
Distribution costs		1,466,106	1,436,040
Administrative expenses		4,029,660	3,580,788
Profit on ordinary activities before taxation		1,119,144	940,454
Tax on profit on ordinary activities	5	260,125	226,352
Profit for the financial year		859,019	714,102

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 9 to 16 form part of these financial statements.

Nicholls & Clarke Glass Limited

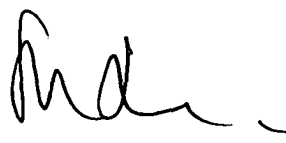
Balance sheet

31 December 2013

	Note	2013 £	2012 £
Fixed assets			
Tangible assets	7	1,570,775	1,539,569
Investments	8	4,750	4,750
		<u>1,575,525</u>	<u>1,544,319</u>
Current assets			
Stocks	9	1,133,034	1,318,952
Debtors	10	5,309,888	4,743,234
Cash at bank and in hand		133,146	100,168
		<u>6,576,068</u>	<u>6,162,354</u>
Creditors: amounts falling due within one year	11	<u>6,930,231</u>	<u>6,832,587</u>
Net current liabilities		(354,163)	(670,233)
Total assets less current liabilities		<u>1,221,362</u>	<u>874,086</u>
Provisions for liabilities			
Deferred taxation	12	25,722	37,465
		<u>1,195,640</u>	<u>836,621</u>
Capital and reserves			
Called-up equity share capital	15	1,500	1,500
Profit and loss account	16	1,194,140	835,121
Shareholders' funds	17	<u>1,195,640</u>	<u>836,621</u>

These accounts were approved by the directors and authorised for issue on 3 April 2014, and are signed on their behalf by:


K S A Forbes


S A Forbes, B.A. (Hons)

Company Registration Number: 0339277

The notes on pages 9 to 16 form part of these financial statements.

Nicholls & Clarke Glass Limited

Notes to the financial statements

Year ended 31 December 2013

1. Accounting policies

Basis of accounting

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

The company is exempt from the obligation to prepare and deliver group accounts under section 400 of Company Act 2006 as it is included in the consolidated accounts of Nicholls & Clarke Limited.

The preparation of the financial statements requires the Directors to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. If in the future such estimates and assumptions, which are based on the Directors' best judgement at the date of the financial statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the year in which the circumstances change.

Going Concern

Considering the above, along with the significant cash position and profitability the directors believe that the company is well placed to manage its business risk successfully despite the current economic outlook.

After making further enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly the directors continue to adopt the going concern basis in preparing their annual accounts.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Related parties transactions

The company is a wholly owned subsidiary of Nicholls and Clarke Limited, the consolidated accounts of which are publicly available. Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transactions with members of the same group.

Turnover

Turnover represents the amount invoiced for goods sold during the year and is exclusive of VAT. All sales were to the United Kingdom market and were of glass and glass related products.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold property	-	4% - 25% of cost per annum
Plant and machinery	-	5% - 25% of cost per annum
Motor vehicles	-	15% - 25% of cost per annum

Stocks

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

Finished goods

Finished goods are valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Nicholls & Clarke Glass Limited

Notes to the financial statements

Year ended 31 December 2013

1. Accounting policies (*continued*)

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Deferred taxation

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

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

Financial instruments

Financial assets such as cash and debtors are measured at the present value of the amounts receivable, less an allowance for the expected level of doubtful receivables. Financial liabilities such as trade creditors, loans and finance leases are measured at the present value of the obligation. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

2. Turnover

Turnover represents the amount invoiced for goods sold during the year and is exclusive of VAT. All sales were to the United Kingdom market and were of glass and glass related products.

3. Operating profit

Operating profit is stated after charging:

	2013 £	2012 £
Depreciation of owned fixed assets	363,689	388,272
Loss on disposal of fixed assets	3,587	—
Auditor's remuneration		
- as auditor	12,800	11,600
Operating lease costs:		
- Plant and equipment	59,619	64,901
- Land & Buildings	198,695	198,695

Nicholls & Clarke Glass Limited

Notes to the financial statements

Year ended 31 December 2013

4. Particulars of employees

The average number of staff employed by the company during the financial year can be analysed as follows:

	2013 No	2012 No
Number of distribution staff	33	31
Number of administrative staff	111	110
	<u>144</u>	<u>141</u>

The aggregate payroll costs of the above were:

	2013 £	2012 £
Wages and salaries	3,223,227	3,056,844
Social security costs	292,498	274,243
Other pension costs	96,699	90,106
	<u>3,612,424</u>	<u>3,421,193</u>

5. Taxation on ordinary activities

(a) Analysis of charge in the year

	2013 £	2012 £
Current tax:		
In respect of the year:		
UK Corporation tax based on the results for the year at 23.25% (2012 - 24.50%)	271,868	251,926
Total current tax	<u>271,868</u>	<u>251,926</u>
Deferred tax:		
Origination and reversal of timing differences	(11,743)	(25,574)
Tax on profit on ordinary activities	<u>260,125</u>	<u>226,352</u>

Nicholls & Clarke Glass Limited

Notes to the financial statements

Year ended 31 December 2013

5. Taxation on ordinary activities (*continued*)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 23.25% (2012 - 24.50%).

	2013 £	2012 £
Profit on ordinary activities before taxation	<u>1,119,144</u>	<u>940,454</u>
Profit on ordinary activities by rate of tax	260,201	230,386
Expenses not deductible for tax purposes	-	30
Capital allowances for period less than (in excess of) depreciation	9,393	19,490
Tax chargeable at lower rates	(40)	-
Depreciation on non-qualifying assets	<u>2,314</u>	<u>2,020</u>
Total current tax (note 5(a))	<u>271,868</u>	<u>251,926</u>

6. Dividends

Equity dividends

	2013 £	2012 £
Paid during the year	<u>500,000</u>	<u>500,000</u>

Nicholls & Clarke Glass Limited

Notes to the financial statements

Year ended 31 December 2013

7. Tangible fixed assets

	Leasehold property £	Plant and machinery £	Motor vehicles £	Total £
Cost				
At 1 January 2013	359,679	2,834,980	1,445,689	4,640,348
Additions	13,483	359,329	25,671	398,483
Disposals	–	(157,250)	–	(157,250)
At 31 December 2013	373,162	3,037,059	1,471,360	4,881,581
Depreciation				
At 1 January 2013	277,070	1,774,757	1,048,952	3,100,779
Charge for the year	17,437	197,138	149,114	363,689
On disposals	–	(153,662)	–	(153,662)
At 31 December 2013	294,507	1,818,233	1,198,066	3,310,806
Net book value				
At 31 December 2013	78,655	1,218,826	273,294	1,570,775
At 31 December 2012	82,609	1,060,223	396,737	1,539,569

8. Investments

	£
Cost	
At 1 January 2013 and 31 December 2013	4,750
Net book value	
At 31 December 2013 and 31 December 2012	4,750

The investment relates to Treseburg s.r.o, a 100% subsidiary registered in the Czech Republic.

	Shareholders' funds £	Profit £
Treseburg s.r.o	(386,705)	174,582

Nicholls & Clarke Glass Limited

Notes to the financial statements

Year ended 31 December 2013

9. Stocks

	2013	2012
	£	£
Finished goods	<u>1,133,034</u>	<u>1,318,952</u>

10. Debtors

	2013	2012
	£	£
Trade debtors	3,252,605	3,126,631
Amounts owed by group undertakings	1,675,731	1,441,672
Prepayments and accrued income	381,552	174,931
	<u>5,309,888</u>	<u>4,743,234</u>

11. Creditors: amounts falling due within one year

	2013	2012
	£	£
Trade creditors	370,264	682,769
Amounts owed to group undertakings	5,879,933	5,508,901
Corporation tax	160,868	251,926
Other taxation	260,579	236,263
Accruals and deferred income	258,587	152,728
	<u>6,930,231</u>	<u>6,832,587</u>

12. Deferred taxation

The movement in the deferred taxation provision during the year was:

	2013	2012
	£	£
Provision brought forward	37,465	63,039
Profit and loss account movement arising during the year	(11,743)	(25,574)
Provision carried forward	<u>25,722</u>	<u>37,465</u>

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2013	2012
	£	£
Excess of taxation allowances over depreciation on fixed assets	25,722	37,465
	<u>25,722</u>	<u>37,465</u>

Nicholls & Clarke Glass Limited

Notes to the financial statements

Year ended 31 December 2013

13. Commitments under operating leases

At 31 December 2013 the company had annual commitments under non-cancellable operating leases as set out below.

	2013		2012	
	Land and buildings £	Other Items £	Land and buildings £	Other Items £
Operating leases which expire:				
Within 1 year	-	3,437	-	-
Within 2 to 5 years	-	52,115	-	58,412
After more than 5 years	188,128	-	188,128	-
	<u>188,128</u>	<u>55,552</u>	<u>188,128</u>	<u>58,412</u>

14. Contingencies

The company participates in a group registration for VAT purposes and, whilst the parent and each subsidiary takes up its own liability, this company is contingently liable for any unpaid VAT of all other group companies. That contingency amounted to £224,585 as at 31 December 2013 (2012 - £326,514).

15. Share capital

Allotted, called up and fully paid:

	2013		2012	
	No	£	No	£
Ordinary shares of £1 each	<u>1,500</u>	<u>1,500</u>	<u>1,500</u>	<u>1,500</u>

16. Profit and loss account

	2013 £	2012 £
Balance brought forward	835,121	621,019
Profit for the financial year	859,019	714,102
Equity dividends	(500,000)	(500,000)
Balance carried forward	<u>1,194,140</u>	<u>835,121</u>

Nicholls & Clarke Glass Limited

Notes to the financial statements

Year ended 31 December 2013

17. Reconciliation of movements in shareholders' funds

	2013	2012
	£	£
Profit for the financial year	859,019	714,102
Equity dividends	(500,000)	(500,000)
Net addition to shareholders' funds	359,019	214,102
Opening shareholders' funds	836,621	622,519
Closing shareholders' funds	<u>1,195,640</u>	<u>836,621</u>

18. Financial Commitments

As at 31 December 2013 there were capital commitments of £90,880 (2012 - £119,175).

19. Ultimate parent company

The ultimate parent company is Nicholls & Clarke Limited, which is registered in England and Wales.

The full set of consolidated financial statements can be obtained from the company's registered address:

41-51 Freshwater Road
Chadwell Heath
Romford
Essex
RM8 1SP
UK