

# **Weir Warman (UK) Limited**

## **Report and Accounts**

30 December 2011

Registered No 01636530



## Directors' Report

The directors present their report together with the audited financial statements of Weir Warman (UK) Limited (Registered Number 01636530) for the 52 week period ended 30<sup>th</sup> December 2011

### Principal activities

The principal activity is as a holding company

### Results and dividends

The profit for the financial year arises primarily as a result of dividends received from subsidiary Weir Minerals Europe Limited and amounted to £5,125,000 (2010 £5,977,000) Dividends paid in the year amount to £5,107,000 (2010 £5,954,000)

### Going Concern

The Company depends, in part, on the ability of the Group to continue as a going concern The directors have considered available relevant information relating to The Weir Group PLC's ability to continue as a going concern In addition, the directors have no reason to believe that The Weir Group PLC will not continue to fund the company, should it become necessary, to enable it to continue in operational existence

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future Thus they continue to adopt the going concern basis in preparing the financial statements

### Directors

The directors who held office during the year were as follows

K A Spencer (resigned 30 07 2012)  
D J Stephenson  
S Crossley

### Directors' indemnities

The company's Articles of Association contain a provision that every director or other officer shall be indemnified against all losses and liabilities which they may incur in the course of acting as directors (or officers as the case may be) permitted by the Companies Act 2006 These indemnities are uncapped in amount The Company's holding company maintained directors and officers liability insurance throughout 2011 in respect of the Company's directors and officers

### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

### Annual General Meeting


There was no annual general meeting held in the year, as permitted by the Companies Act 2006

## Directors' Report (continued)

### Auditors

The auditors, Ernst & Young LLP, are deemed to be reappointed under section 487 (2) of the Companies Act 2006. Ernst & Young LLP have indicated their willingness to continue in office.

On behalf of the Board



D J Stephenson  
Director  
21 September 2012

## Statement of Directors' Responsibilities

The directors are responsible for preparing the 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 period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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, and
- 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.

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## **Independent auditors' report to the members of Weir Warman (UK) Limited**

We have audited the financial statements of Weir Warman (UK) Limited for the 52 weeks ended 30 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 11. 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 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 auditors**

As explained more fully in the Statement of Directors' Responsibilities 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 Directors' Report to identify any material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 December 2011 and of its profit for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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## Independent auditors' report to the members of Weir Warman (UK) Limited (continued)

### 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

*Ernst & Young LLP*

Ian James McDowall (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Glasgow

*25 September 2012*

## Profit and Loss Account

for the 52 week period ended 30 December 2011

	Notes	2011 £000	2010 £000
Interest receivable and similar income	3	24	24
Dividends received from subsidiary companies		5,107	5,954
<b>Profit on ordinary activities before taxation</b>		<b>5,131</b>	<b>5,978</b>
Tax on profit on ordinary activities	4	(6)	(1)
<b>Profit for the period</b>	9	<b>5,125</b>	<b>5,977</b>

The company's results for the period and the prior period were earned from continuing operations

There were no recognised gains or losses other than the profit reported above. There are no material differences between the profit on ordinary activities before taxation and the retained profit for the period stated above and their historical cost equivalents

## Balance Sheet

at 30 December 2011

	Notes	2011 £000	2010 £000
<b>Fixed assets</b>			
Investments	5	<u>4,100</u>	<u>4,100</u>
<b>Current assets</b>			
Amounts owed by subsidiary undertakings	6	<u>301</u>	<u>283</u>
<b>Net current assets</b>		<u>301</u>	<u>283</u>
<b>Net assets</b>		<u>4,401</u>	<u>4,383</u>
<b>Capital and reserves</b>			
Called up share capital	7	<u>4,300</u>	<u>4,300</u>
Profit and loss account	8	<u>101</u>	<u>83</u>
<b>Shareholders' funds</b>	9	<u>4,401</u>	<u>4,383</u>

Approved by the board



D J Stephenson  
Director  
21 September 2012



## Notes to the accounts

For the 52 week period ended 30 December 2011

### 1. Accounting policies

The financial statements of Weir Warman (UK) Limited were approved for issue by the Board of Directors on 21 September 2012. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules, modified to include the revaluation of certain assets.

#### *Fundamental accounting concept*

The accounts have been prepared under the going concern concept because the parent company has agreed to provide adequate funds for the company to meet its liabilities as they fall due.

#### *Investments*

Investments are held at historical cost less a provision for impairment when required.

#### *Deferred tax*

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events 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, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,
- provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, joint ventures and associates only to the extent that, at the balance sheet date, dividends have been accrued as receivable,

### 2. Remuneration of directors

Directors' remuneration for Weir Warman (UK) Limited is borne by Weir Minerals Europe Limited which is a subsidiary company.

### 3. Interest receivable and similar income

	2011 £000	2010 £000
Interest receivable	24	24

### 4. Taxation

	2011 £000	2010 £000
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The tax charge is made up as follows:

#### *Current tax*

Current tax charge for the period	6	1
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## Notes to the accounts

For the 52 week period ended 30 December 2011

### 4. Taxation (continued)

The tax assessed on the profit on ordinary activities for the period is lower than the standard rate of corporation tax in the UK of 26.5% (2010: 28%). The differences are explained as follows

	2011 £000	2010 £000
Profit on ordinary activities before tax	5,131	5,978
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26.5% (2010: 28%)	1,360	1,674
Effect of Factors affecting the tax charge for the period		
Non-taxable dividend income	(1,353)	(1,667)
Adjustment in respect of previous periods	(1)	(6)
Current tax charge for the period	<u>6</u>	<u>1</u>

### 5. Fixed asset investments

	Shares in subsidiary undertakings £000
Cost and net book value	
At beginning and end of period	<u>4,100</u>

The principal subsidiary undertaking of the company is Weir Minerals Europe Ltd for which the company has a 100% investment. Weir Minerals Europe Ltd is incorporated in England whose principal activity is the manufacture and distribution of pumps and associated parts.

In the opinion of the directors the investments in and amounts due from the Company's subsidiary undertakings are worth at least the amounts at which they are stated in the balance sheet.

### 6. Debtors

	2011 £000	2010 £000
Amounts owed by subsidiary undertakings	<u>301</u>	<u>283</u>

## Notes to the accounts

For the 52 week period ended 30 December 2011

### 7. Called up share capital

	2011 £000	2010 £000
Allotted, called up and fully paid Ordinary shares of £1 each	4,300	4,300

### 8. Reserves

	<i>Profit and loss account</i>	
	2011 £000	2010 £000
At the beginning of the period	83	60
Profit for the period	5,125	5,977
Dividends paid	(5,107)	(5,954)
At the end of the period	101	83

### 9. Reconciliation of movements in shareholders' funds

	2011 £000	2010 £000
Profit for the period	5,125	5,977
Dividends paid	(5,107)	(5,954)
Net increase in shareholders' funds	18	23
Opening shareholders' funds	4,383	4,360
Closing shareholders' funds	4,401	4,383

### 10. Related party disclosures

The company has taken advantage of the exemption in FRS8 from disclosing transactions with related parties that are wholly owned by The Weir Group PLC group

There have been no transactions or balances at the year end with related parties that are not wholly owned by The Weir Group PLC group in the current or previous financial year

### 11. Ultimate parent company

The company is a subsidiary undertaking of The Weir Group PLC which is the ultimate parent company incorporated in the UK. The accounts of The Weir Group PLC are available to the public and may be obtained from

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