

Red-D-Arc Limited

Annual report and financial statements

Registered number 02117903

Year ended 31 December 2017



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Strategic report

The directors present their annual report and audited financial statements for the year ended 31 December 2017.

Principal activities

The principal activity during the period of the Company was that of the sale and hire of rotating and positioning equipment.

Business review

The results for the 12 months period and comparative results for the 9 month period are to be found in the Profit and Loss Account on page 7.

Turnover increased to £9,176,842 from £5,820,987 and Operating Profit was £1,109,649 compared to £968,827 in the previous period. The profit on ordinary activities before taxation decreased from £1,493,146 to £897,573 and the company made a profit for the year after taxation of £736,133 (*prior period: £1,280,557*).

The performance in the period is in line with the expectations of the directors and reflects the ongoing trading performance of the company.

The directors work closely with management to anticipate risks from economic or global factors and plan accordingly.

Analysis of financial key performance indicators

The company has a set number of Key Performance Indicators (KPI's) to assist management in monitoring and evaluating the performance of the business including:

- Gross profit on turnover
- Net margin on turnover
- EBIT

Principal risks and uncertainties

The principal risks and uncertainties facing the company are competitive and financial risks.

- *Economic risk*

The business is closely tied to non-residential construction. As such a steep down-turn in this sector will have a material impact on financial performance of the company.

In addition, trading is influenced by the macro-economic environment in the UK and abroad. Demand in the market is sensitive to economic conditions generally including economic growth, interest rate movements, inflation, unemployment and demographic trends.

- *Exposure credit and liquidity risk*

Company policies are aimed at minimising credit risk and require that credit is only granted to customers who demonstrate an appropriate payment history and satisfy credit worthiness procedures. The company regularly uses credit check resources, such as D&B, to help minimize risk.

- *Currency risk*

The company transacts primarily in GBP and Euros and holds cash in both currencies. The exposure is limited to short term trade receivables and payables. As such, the company has deemed this to be an acceptable level of risk and does not employ hedging strategies.

Strategic report (continued)

- *Competition risk*

The sales platform emphasizes quality of customer service vs. competitors. This approach is aimed to mitigate against aggressive pricing. This allows us to maintain a competitive and profitable pricing structure.

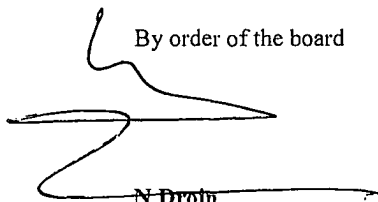
- *Reputation risk*

The company will continue to monitor complaints, understand root causes for negative feedback and aggressively address misrepresentations or misconceptions in the media and in the on-line consumer arena.

Future developments

Red-D-Arc's primary objective continues to grow the current business and integrate RDA welder and generator rentals into the business model and plans for 2018/19 moves this objective forward. The increase in sales and profitability continues to be driven by domestic UK power projects and other non-domestic energy projects – and was supplied by additional investment into the rental fleet. We expect demand to continue to rise, at a moderate pace, and to further increase investment in welders and generators as the business develops, with emphasis on expanding our presence via dealers in international markets that are rapidly expanding including Saudi Arabia and Australia.

By order of the board



N Droin
Director

Directors' report

Directors

Directors who held office during the period were as follows:

TM Smyth – resigned 30 June 2018

RA McCrorie

Since the year end N Droin was appointed a director on 30 June 2018.

Proposed dividend

The directors do not recommend the payment of a dividend.


Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirms that, so far as they are aware, there is no relevant audit information of which the Company's auditor is aware; and the directors have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



N Droin
Director

Statement of directors' responsibilities in respect of the Strategic Report, Directors' Report and the Financial Statements

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

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Reading
RG7 4SD
United Kingdom

Independent auditor's report to the members of Red-D-Arc Limited

Opinion

We have audited the financial statements of Red-D-Arc Limited ("the company") for the year ended 31 December 2017 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below.

We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic report and directors' report

The directors are responsible for the strategic report and directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon. Our responsibility is to read the strategic report and directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent auditor's report to the members of Red-D-Arc Limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

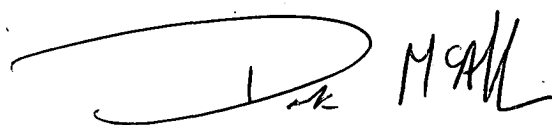
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



5/12/18

Derek McAllan (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Arlington Business Park
Theale
Reading
RG7 4SD

Profit and loss account and Other Comprehensive Income
for the period ended 31 December 2017


	<i>Note</i>	Year ended 31 December 2017 £	Nine months ended 31 December 2016 £
Turnover	2	9,176,842	5,820,987
Cost of sales		(5,060,189)	(2,943,599)
Gross profit		4,116,653	2,877,388
Administrative expenses		(3,007,004)	(1,908,561)
Operating profit	3	1,109,649	968,827
Interest receivable and other income	6	850	690,640
Interest payable and similar charges	7	(212,926)	(166,321)
Profit on ordinary activities before taxation		897,573	1,493,146
Tax on profit on ordinary activities	8	(161,440)	(212,589)
Profit for the financial year/period		736,133	1,280,557
Total comprehensive income for the year/period		736,133	1,280,557

The notes on pages 10 to 16 form part of these financial statements.

Balance sheet
at 31 December 2017

	Note	2017 £	2017 £	2016 £	2016 £
Fixed assets					
Tangible assets	9		18,411,951		17,967,842
Current assets					
Stocks	10	994,762		2,251,298	
Debtors	11	4,348,266		4,110,622	
Cash at bank and in hand		1,758,872		1,980,522	
		<u>7,101,900</u>		<u>8,342,442</u>	
Creditors: amounts falling due within one year	12	(1,518,257)		(1,676,142)	
Net current assets			<u>5,583,643</u>		<u>6,666,300</u>
Total assets less current liabilities			<u>23,995,594</u>		<u>24,634,142</u>
Creditors: amounts falling due after more than one year	13		(5,434,156)		(6,811,380)
Provisions for liabilities	14		(1,456,938)		(1,454,395)
Net assets			<u><u>17,104,500</u></u>		<u><u>16,368,367</u></u>
Capital and reserves					
Called up share capital			1,000		1,000
Profit and loss account			17,103,500		16,367,367
Shareholders' funds			<u><u>17,104,500</u></u>		<u><u>16,368,367</u></u>

These financial statements were approved by the board of directors on 3/12/18 and were signed on its behalf by:


N Droin
Director

The notes on pages 10 to 16 form part of these financial statements.

Statement of Changes in Equity

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 April 2016	1,000	15,086,810	15,087,810
Profit for the period	-	1,280,557	1,280,557
Total comprehensive income for the period	-	1,280,557	1,280,557
Balance at 31 December 2016	1,000	16,367,367	16,368,367

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 January 2017	1,000	16,367,367	16,368,367
Profit for the year	-	736,133	736,133
Total comprehensive income for the period	-	736,133	736,133
Balance at 31 December 2017	1,000	17,103,500	17,104,500

The notes on pages 10 to 16 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

Red-D-Arc Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2014. The amendments to FRS 102 issued in July 2016 and effective immediately have been applied. The presentation currency of these financial statements is Sterling.

The Company's ultimate parent undertaking, Airgas Inc includes the Company in its consolidated financial statements the accounts of which can be obtained from the address given in note 17. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of Cash Flow Statement and related notes. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives using the straight line method as follows:

Fixtures and fittings – 10 years

Motor vehicles – 5 years

Plant and machinery – 5 to 12 years

Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Stocks

Stocks are stated at the lower of cost and net realisable value.

Employee benefits

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

Notes (continued)

1 Accounting policies (continued)

Interest receivable and Interest payable

Interest payable and similar charges include interest payable and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Turnover

Turnover is the amount invoiced by the company for the following activities:

- Direct sales of equipment where revenue is recognized at point of dispatch
- Rental income where revenue is recognized on an accrual basis when earned
- Service revenue is recognized when the work is completed

2 Analysis of turnover

	Year ended 31 December 2017 £	Nine months ended 31 December 2016 £
<i>By geographical market</i>		
UK	4,972,654	3,417,487
Rest of Europe and Scandinavia	211,030	144,096
Middle East	3,495,621	1,908,034
Rest of the world	497,537	351,370
	<hr/> 9,176,842 <hr/>	<hr/> 5,820,987 <hr/>

Notes (continued)

3 Expenses and auditor's remuneration

	Year ended 31 31 December 2017 £	Nine months ended 31 December 2016 £
<i>Included in the profit are the following:</i>		
Auditor's remuneration:		
Audit of these financial statements	42,000	42,000
Depreciation	2,165,191	1,529,025
(Profit) on disposal of fixed assets	(37,527)	(140,476)
Hire of other assets - land and buildings	211,452	151,888
	<u>211,452</u>	<u>151,888</u>

4 Remuneration of directors

None of the directors received any emoluments during the current or previous year.

5 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	Year ended 31 December 2017	Number of employees Nine months ended 31 December 2016
Management	2	2
Administration	3	3
Selling	4	4
Operations	26	26
	<u>35</u>	<u>35</u>

The aggregate payroll costs of these persons were as follows:

	Year ended 31 December 2017 £	Nine months ended 31 December 2016 £
Wages and salaries	1,231,895	911,172
Social security costs	128,817	102,816
Pension costs	23,943	12,923
	<u>1,384,655</u>	<u>1,026,911</u>

Notes *(continued)*

6 Other net interest receivable and similar income

	Year ended 31 December 2017 £	Nine months ended 31 December 2016 £
Foreign exchange gain	850	690,640

7 Other interest payable and similar charges

	Year ended 31 December 2017 £	Nine months ended 31 December 2016 £
Inter-company interest	212,926	166,321

8 Taxation

Analysis of charge in period

	Year ended 31 December 2017 £	Nine months ended 31 December 2016 £
<i>UK corporation tax at 19% (2017: 20%)</i>		
Current tax on income for the period	158,897	256,920
Adjustment in respect of previous period	-	(1,181)
Total current tax	158,897	255,739
Double tax relief	(60,661)	(45,797)
	98,236	209,942
<i>Foreign tax</i>		
Current tax on income for the period	60,661	45,797
Total current tax	158,897	255,739
<i>Deferred tax</i>		
Current period	2,879	45,794
Rate difference	(336)	(90,125)
Adjustment in respect of prior periods	-	1,181
Total deferred tax	2,543	(43,150)
Total tax charge	161,440	212,589

Notes (continued)

8 Taxation (continued)

Reconciliation of effective rate tax

	Year ended 31 December 2017 £	Nine months ended 31 December 2016 £
Profit for the year	736,133	1,280,557
Total tax expense	161,440	212,589
Profit for the year before tax	897,573	1,493,146
Current tax charge at 19% (2016: 20%)	172,752	298,629
<i>Effects of:</i>		
Expenses not deductible for tax purposes	5,437	11,605
Other timing differences	(336)	(90,125)
Chargeable gains	2,844	11,881
Group relief claimed	(19,257)	(19,401)
Total tax charge – see above	161,440	212,589

9 Tangible fixed assets

	Plant and Machinery £	Fixtures and Equipment £	Motor Vehicles £	Total £
<i>Cost</i>				
At 1 January 2017	25,484,520	285,687	363,457	26,133,664
Additions	3,871,291	3,319	79,392	3,954,002
Disposals	(1,656,948)	-	(93,554)	(1,750,502)
At 31 December 2017	27,698,863	289,006	349,295	28,337,164
<i>Depreciation</i>				
At 1 January 2017	7,733,481	186,743	245,598	8,165,822
Charge for year	2,090,694	21,847	52,650	2,165,191
On disposals	(325,398)	-	(80,402)	(405,800)
At 31 December 2017	9,498,777	208,590	217,846	9,925,213
<i>Net book value</i>				
At 31 December 2017	18,200,086	80,416	131,449	18,411,951
At 31 December 2016	17,751,039	98,944	117,859	17,967,842

Notes (continued)

10 Stocks

	2017 £	2016 £
Finished goods and goods for resale	994,762	2,251,298

11 Debtors

	2017 £	2016 £
Trade debtors	2,539,304	2,160,736
Other debtors	796,357	36,050
Amount owed from group undertakings	840,499	1,421,678
Prepayments and accrued income	172,106	492,158
	4,348,266	4,110,622

12 Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	579,541	344,248
Amount owed to group undertakings	475,976	257,213
VAT	76,211	46,431
Other taxation and social security	8,308	12,022
Corporate tax	305,947	366,988
Accruals and deferred income	72,272	649,240
	1,518,255	1,676,142

13 Creditors: amounts falling due after more than one year

	2017 £	2016 £
Amounts owed to group undertakings	5,434,156	6,811,380

Notes (continued)

14 Provisions for liabilities – deferred tax

	2017 £	2016 £
At beginning of year/period	1,454,395	1,497,545
Movement in the year/period	2,543	(43,150)
At end of year/period	1,456,938	1,454,395

The deferred tax provision is calculated at 18% which primarily relates to the difference between accumulated depreciation and accelerated capital allowances.

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2016) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2016, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2017. This will reduce the company's future current and deferred tax charge accordingly.

15 Called up share capital

	2017 £	2016 £
<i>Allotted, called up and fully paid</i> 1,000 Ordinary shares of £1 each	1,000	1,000

16 Commitments

Non-cancellable operating lease rentals are payable as follows:

	2017 £	2016 £
Within one year	196,398	218,417
Between 2 and 5 years	271,773	354,499
	468,171	572,916

During the period £ 211,452 recognised as an expense in the profit and loss account in respect of operating leases (2016: £151,888).

17 Ultimate parent company and parent undertaking of larger group of which the company is a member

The Company is a subsidiary undertaking of RED-D ARC (UK) Limited incorporated in England & Wales.

The largest group in which the results of the Company are consolidated is that headed by L'Air Liquide S.A. incorporated in France. The financial statements of L'Air Liquide S.A. are available to the public and may be obtained from www.airliquid.com.