

**Refrigeration Compressor Remanufacturers
Limited**

**Directors' report and financial
statements**

Registered number 02636289

For the year ended 31 December 2015

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2015.

Principal activity

The company did not trade during either the current or preceding financial year. Costs incurred in the year relate to bank charges and interest payable.

Results and dividends

The results for the year are set out in the profit and loss account on page 6. The directors have taken advantage of the exemptions available to small companies and therefore a strategic report is not included in this report.

No dividends were paid during the year (2014: £Nil) and the directors do not recommend the payment of a final dividend.

Going concern

The company is a wholly owned subsidiary of Andrews Sykes Group plc and is reliant on the continuing financial support and success of that group.

The group's consolidated financial statements for the 12 months ended 31 December 2015 were approved on 10 May 2016. In those financial statements, the board of Andrews Sykes Group plc concluded that "after making enquiries, the board has a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the board continues to adopt the going concern basis when preparing this annual report and financial statements". Further information explaining why the board reached this conclusion is given on page 12 of the group's 2015 annual report and financial statements.

The directors of this company have confirmed with the board of Andrews Sykes Group plc that they still consider the above statement to be valid as at the date of approval of these financial statements. Given that assurance, the directors have continued to adopt the going concern basis in the preparation of this company's annual report and financial statements.

Directors

The directors who served during the financial year and subsequently are as follows:

PT Wood

D Himsworth (appointed 7 January 2015)

AW Phillips (appointed 5 May 2015)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the 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.

Directors' report *(continued)*

Auditor

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

Signed by order of the board


MJ Calderbank ACA
Company Secretary

St David's Court
Union Street
Wolverhampton
WV1 3JE

31 August 2016

Statement of directors' responsibilities in respect of the Directors' report and the financial statements

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 they have elected to prepare the group and the parent company 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 group and the parent company and of their profit or loss for that period.

In preparing each of the group and parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent company will continue in business.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time, the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.



KPMG LLP

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Snow Hill Queensway
Birmingham
B4 6GH
United Kingdom

Independent auditor's report to the members of Refrigeration Compressor Remanufacturers Limited

We have audited the financial statements of Refrigeration Compressor Remanufacturers Limited for the year ended 31 December 2015 set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) including *FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the directors' responsibilities statement 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with UK 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.

Independent auditor's report to the members of Refrigeration Compressor Remanufacturers 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



Simon Purkess (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

31 August 2016

Profit and loss account
for the year ended 31 December 2015

	<i>Note</i>	2015 £	2014 £
Operating profit	2	-	-
Interest receivable from group undertakings		-	2
Interest payable to group undertakings		(115)	(114)
Loss on ordinary activities before taxation		<u>(115)</u>	<u>(112)</u>
Tax charge on loss on ordinary activities	3	-	(1)
Loss for the financial year		<u><u>(115)</u></u>	<u><u>(113)</u></u>

All results are derived from discontinued activities in both years.

There are no items of other comprehensive income in either year other than those reflected in the profit and loss account. Accordingly no separate statement of other comprehensive income is presented.

Statement of income and retained earnings
for the year ended 31 December 2015

	2015 £	2014 £
Retained deficit at the beginning of the year	(6,803)	(6,690)
Loss for the financial year	(115)	(113)
Retained deficit at the end of the year	<u><u>(6,918)</u></u>	<u><u>(6,803)</u></u>

Balance sheet
at 31 December 2015

	<i>Note</i>	2015 £	2014 £
Current assets			
Debtors	4	1	3
Creditors: Amounts falling due within one year	5	(6,820)	(6,707)
Net current liabilities being net liabilities		(6,819)	(6,704)
Capital and reserves			
Called up share capital	7	99	99
Profit and loss account		(6,918)	(6,803)
Shareholders' deficit		(6,819)	(6,704)

These financial statements were approved by the board of directors on 31 August 2016 and were signed on its behalf by:



AW Phillips
Director

Company number: 02636289

Notes

(forming part of the financial statements)

1 Accounting policies

Refrigeration Compressor Remanufacturers Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

These financial statements have been 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 2015, which are effective immediately, have been applied. The presentation currency of these financial statements is sterling.

There were no transitional adjustments required to the figures previously reported in accordance with old UK GAAP as a result of the adoption of FRS 102. Accordingly there are no adjustments to (i) equity as at the date of transition of 1 January 2014; (ii) equity as at the date of the last financial statements prepared under old UK GAAP of 31 December 2014; or (iii) the profit for the year ended 31 December 2014.

The Company's immediate parent undertaking, Andrews Sykes Group plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Andrews Sykes Group plc are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the Company's registered address. 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 the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Andrews Sykes Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 102 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

In the opinion of the directors there were no judgements required when applying these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year.

Change in accounting policy/prior period adjustments

With the exception of the first time adoption of FRS 102, there are no accounting policy or prior year adjustments in these financial statements.

Measurement convention

The financial statements are prepared on the historical cost basis. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements:

Going concern

The financial statements have been prepared on the assumption that the company is a going concern and will continue to trade for at least 12 months following the date of approval of the financial statements and based on the assessment made by the directors in the directors' report; see going concern commentary on page 1 in the directors' report.

Notes (continued)

1 Accounting policies (continued)

Related party transactions

The Company has taken advantage of the exemption available in FRS 102 not to disclose transactions between the Company and its parent and 100% owned subsidiaries within the Andrews Sykes Group.

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Other financial instruments

Financial instruments not considered to be Basic financial instruments (Other financial instruments)

The Company does not currently hold any financial instruments that do not fall within the definition of basic financial instruments.

Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

Notes (continued)

1 Accounting policies (continued)

Impairment excluding stocks and deferred tax assets (continued)

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Interest receivable and interest payable

Interest payable and similar charges include interest payable on intercompany balances, calculated on an accruals basis.

Other interest receivable and similar income include interest receivable on funds invested including intercompany balances.

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 short term timing differences to the extent that it is 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 measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Pensions

As disclosed in note 9, the group provides pension arrangements to the majority of full time employees through a defined benefit scheme, which is operated by its parent company, Andrews Sykes Group plc. This scheme was closed to new entrants and all existing members became deferred members on 31 December 2002. It is not possible to identify the share of the underlying assets and liabilities in this scheme which is attributable to the company on a consistent and reasonable basis. Therefore, the company has applied the provisions in FRS 102 to account for the scheme as if it was a defined contribution scheme.

Notes (continued)

2 Operating profit

Fees of £1,000 (2014: £1,000) payable to the company's auditor in respect of the audit of the company's accounts and fees of £Nil (2014: £Nil) payable to the company's auditor in respect of non-audit services were borne by a group undertaking.

Directors' emoluments were borne by other group companies in both years and it is not practicable to ascertain the proportion of these directors' emoluments that specifically relate to the company. The company has no employees other than the directors in both years.

3 Tax charge on loss on ordinary activities

Analysis of charge for the year

	2015 £	2014 £
<i>UK corporation tax and group relief</i>		
Current tax on income for the year	-	-
Adjustments in respect of prior years	-	1
	<hr/>	<hr/>
Total current tax charge being tax on loss on ordinary activities	-	1
	<hr/>	<hr/>

Factors affecting the tax charge for the current year

The tax charge for the year differs from that resulting by applying the effective standard rate of corporation tax in the UK of 20.25% (2014: 21.5%). The differences are explained below:

	2015 £	2014 £
<i>Tax reconciliation</i>		
Loss on ordinary activities before tax	(115)	(112)
	<hr/>	<hr/>
Tax at 20.25% (2014: 21.5%)	(23)	(24)
	<hr/>	<hr/>
<i>Effects of:</i>		
Disallowable expenses	23	24
Adjustments to tax charge in respect of previous years	-	1
	<hr/>	<hr/>
Total tax charge (see above)	-	1
	<hr/>	<hr/>

Factors that may affect future tax charges

The Chancellor has announced a reduction in the main rate of UK corporation tax to 19% with effect from 1 April 2017 and to 18% with effect from 1 April 2020. These changes became substantively enacted on 26 October 2015 and an additional reduction to 17% (effective from 1 April 2020) was announced in the budget on 16 March 2016. These may reduce the company's future tax charges.

Notes (continued)

4 Debtors: Amounts falling due within one year

	2015 £	2014 £
Amounts owed by group undertakings	1	3

All inter-company loans are due on demand. During both 2014 and 2015, interest was charged at the LIBOR rate plus a margin of 1.2% in line with the group's bank agreement.

5 Creditors: Amounts falling due within one year

	2015 £	2014 £
Amounts owed to group undertakings	6,820	6,707

All inter-company loans are due on demand. During both 2014 and 2015, interest was charged at the LIBOR rate plus a margin of 1.2% in line with the group's bank agreement.

The directors have received a letter of support from the parent company that will ensure that the company can meet its liabilities as they fall due over the next twelve months.

6 Deferred tax

There was no provided or unprovided deferred tax at either year end.

7 Called up share capital

	2015 £	2014 £
<i>Allotted, called up and fully paid:</i>		
99 ordinary shares of £1 each	99	99

8 Pensions

Defined benefit scheme

The company was previously party to the group defined benefit scheme which was closed to future accrual as at 31 December 2002. The assets of the defined benefits pension scheme continue to be held in a separate trustee administered fund.

Following the triennial recalculation of the funding deficit as at 31 December 2013 a revised schedule of contributions and recovery plan was agreed with the pension scheme trustees in June 2014. In accordance with this schedule, which is effective from 1 January 2014, the group made additional contributions totalling £905,000 during 2014 to remove the funding deficit in the group scheme calculated as at 31 December 2013 and this was eliminated as at 31 December 2014.

During 2015 the group made a contribution towards expenses of £10,000 per month and this continues into 2016. In addition the group agreed with the pension scheme trustees to make an additional voluntary contribution of £32,000 per month with effect from 1 January 2016 and this was increased to £80,000 per month with effect from 1 April 2016. The group expects to continue to make the additional voluntary contribution at the current level until 31 March 2017 at which time it will cease pending a review of the position in conjunction with the December 2016 triennial funding valuation. Accordingly the group currently expects to make total pension contributions, including the contribution towards expenses, of £936,000 during 2016.

Notes (continued)

8 Pensions (continued)

FRS 102

The total FRS 102 surplus at 31 December 2015 is £2,443,000 (2014: £1,253,000). The pension scheme has various members that are employed by more than one legal entity. The FRS 102 surplus has been allocated by an independent actuary to the employing members that are currently active trading companies, on the basis of the employment profile. Accordingly, no surplus has been allocated to this company.

9 Controlling parties

The company is a subsidiary undertaking of Andrews Sykes Group plc, a company registered in England and Wales.

The only UK group in which the results of Refrigeration Compressor Remanufacturers Limited are consolidated is that headed by Andrews Sykes Group plc, whose registered office is:

St David's Court
Union Street
Wolverhampton
WV1 3JE

The consolidated financial statements for this group are available to the public and may be obtained from the aforementioned address.

As at 31 August 2016, EOI SYKES Sarl, which is incorporated in Luxembourg, held 86.08% of the ordinary share capital of Andrews Sykes Group plc and is therefore that company's immediate parent company. The ultimate holding company is the Tristar Corporation, a company incorporated in The Republic of Panama. The Tristar Corporation is held jointly, in equal proportions, by the Ariane Trust and the Eden Trust and therefore the directors consider these trusts to be the ultimate controlling party of the company.