Registered number: 02778816

# G.A.H. (REFRIGERATION) LIMITED

# DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

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# **COMPANY INFORMATION**

**Directors** 

R L Ramsey J E H Reader J Reader D J Buckles

**Company secretary** 

R L Ramsey

Registered number

02778816

**Registered office** 

16 The Havens Ransomes Europark Ipswich

Suffolk IP3 9SJ

**Trading address** 

Building 846 Bentwaters Park Rendlesham Woodbridge Suffolk IP12 2TW

Independent auditor

BDO LLP 16 The Havens Ransomes Europark

Ipswich Suffolk IP3 9SJ

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#### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2015

#### Introduction

The directors present their strategic report and financial statements for the year ended 31 March 2015.

#### **Business review**

The Company continued to grow its turnover throughout 2015. The increase in demand for online retailers to deliver groceries to their customers has had a positive impact on the company's performance which has continued into 2015 as demonstrated by the increase in turnover from £10.7m in 2014 to £12m for the year ended 31 March 2015.

The directors believe the company is in a strong position to continue to deliver a first class service to its customer base. The company continues to enhance their products as GAH continues to deliver as it strives to become the supplier of choice for operators requiring powerful yet fuel efficient refrigeration systems.

The directors forecast revenue growth for 2016, with a solid base, competent staff and a quality product range the directors are optimistic that the results will be in line with forecasts.

# Principal risks and uncertainties

The directors have reviewed the business and have identified the key business risks to the business as follows:

The Company sells to markets which are affected by the condition of the UK and other global economies over which it has no control.

The increasingly competitive nature of the industry.

The directors have reviewed these risks and uncertainties and have put in place the necessary measures, controls and processes to mitigate these risks.

### Financial key performance indicators

The directors use a variety of performance measures in order to monitor and manage the business effectively. The directors monitor the performance of the Company based upon its turnover, operating profit and profit after tax. The directors report that the operating profit has increased to £1,394,136 (2014 £429,521) and that profit after tax has increased to £1,145,777 (2014 £380,768).

This report was approved by the board on

13/11/2015

and signed on its behalf.

R L Ramsey Director

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2015

The directors present their report and the financial statements for the year ended 31 March 2015.

## **Principal activities**

The principal activity of the company in the year was the manufacture of vehicle refrigeration equipment, along with servicing and maintenance of transport refrigeration units.

#### Results

The profit for the year, after taxation, amounted to £1,145,777 (2014 - £380,768).

#### **Directors**

The directors who served during the year were:

R L Ramsey J E H Reader J Reader D J Buckles

### Financial risk management

In common with other businesses, the company aims to minimise financial risk. The main risks arising from the company's financial activities are interest rate risk and credit risk.

The company finances its operations by a mixture of retained profits, cash, trade debtors and the company seeks to ensure there is short term flexibility by utilising its banking facilities. The company monitors its cash balances on a regular basis to ensure that all foreseeable future needs can be met from available resources.

The company's credit risk in relation to financial assets is primarily attributable to its trade debtors. Trade debtors are closely monitored to reduce exposure to bad debts as reports are reviewed on a frequent basis detailing customers who are late remitting payments.

## Strategic report

Information previously included in the directors report in respect of the business review, key performance indicators and principal risks and uncertainties can now be found in the strategic report under s414C(11) of the Companies Act 2006.

# **Future developments**

During the future year, the company expects to make satisfactory results taking into consideration the economic conditions likely to exist throughout the period.

# DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2015

#### Provision of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of
  any information needed by the company's auditor in connection with preparing its report and to establish
  that the company's auditor is aware of that information.

#### **Auditor**

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on

13/11/15

and signed on its behalf.

R L Ramsey

Director

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the directors' report, strategic 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; 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, to disclose with reasonable accuracy at any time the financial position of the company and to 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.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF G.A.H. (REFRIGERATION) LIMITED

We have audited the financial statements of G.A.H. (Refrigeration) Limited for the year ended 31 March 2015 which comprise the profit and loss account, the balance sheet, the cash flow statement 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 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 statement of directors' responsibilities, 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 Financial Reporting Council's (FRC'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 FRC'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 March 2015 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 31 March 2015 for which the financial statements are prepared is consistent with the financial statements.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF G.A.H. (REFRIGERATION) LIMITED

# 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.

BOO W

**Keith Ferguson** (Senior statutory auditor) for and on behalf of BDO LLP, Statutory auditor

**Ipswich** 

United Kingdom 20H Niverher 2015

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2015

Note	2015 £	2014 £
1	12,016,545	10,717,519
	(8,914,595)	(8,624,430)
	3,101,950	2,093,089
	(1,707,814)	(1,663,568)
3	1,394,136	429,521
	581	61
6	(2,965)	(14,409)
	1,391,752	415,173
7	(245,975)	(34,405)
16	1,145,777	380,768
	1 3 6	Note  1

All amounts relate to continuing operations.

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

The notes on pages 10 to 18 form part of these financial statements.

# G.A.H. (REFRIGERATION) LIMITED **REGISTERED NUMBER: 02778816**

# **BALANCE SHEET AS AT 31 MARCH 2015**

	Note	£	2015 £	£	2014 £
FIXED ASSETS					
Intangible assets	8		6		6
Tangible assets	9		11,630		16,192
Investments	10		1		1
			11,637		16,199
CURRENT ASSETS					
Stocks	11	1,256,320		1,536,502	
Debtors	12	2,375,965		2,446,912	
Cash at bank		1,342,368		4,600	
		4,974,653		3,988,014	
CREDITORS: amounts falling due within one year	13	(1,908,450)		(2,101,834)	
NET CURRENT ASSETS			3,066,203		1,886,180
TOTAL ASSETS LESS CURRENT LIABILI	TIES		3,077,840		1,902,379
PROVISIONS FOR LIABILITIES					
Other provisions	14		(229,684)		(200,000)
NET ASSETS			2,848,156		1,702,379
CAPITAL AND RESERVES					· ·
Called up share capital	15		1,122		1,122
Capital redemption reserve	16		180		180
Profit and loss account	16		2,846,854		1,701,077
SHAREHOLDERS' FUNDS	17		2,848,156		1,702,379

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

R L Ramsey
Director

The notes on pages 10 to 18 form part of these financial statements.

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

	Note	2015 £	2014 £
Net cash flow from operating activities	18	1,652,402	375,604
Returns on investments and servicing of finance	19	(2,384)	(14,348)
Taxation		(31,971)	20,207
Capital expenditure and financial investment	19	(1,934)	(10,136)
INCREASE IN CASH IN THE YEAR		1,616,113	371,327

# RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE YEAR ENDED 31 MARCH 2015

	2015 £	2014 £
Increase in cash in the year	1,616,113	371,327
MOVEMENT IN NET DEBT IN THE YEAR  Net debt at 1 April 2014	1,616,113 (358,394)	371,327 (729,721)
NET FUNDS/(DEBT) AT 31 MARCH 2015	1,257,719	(358,394)

The notes on pages 10 to 18 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

#### 1. ACCOUNTING POLICIES

#### 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

#### 1.2 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

Turnover is recognised when goods are dispatched and when services are provided.

Service contracts which have a term of twelve months are invoiced monthly in advance at the start of each month.

#### 1.3 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the profit and loss account over its estimated economic life.

## 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery

- 20% straight line

Office equipment

- 20% straight line

# 1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

#### 1.6 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

# 1.7 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

# 1.8 Research and development

Development costs are capitalised within intangible assets where they can be identified with a specific product or project anticipated to produce future benefits, and are amortised on the straight line basis over the anticipated life of the benefits arising from the completed product or project.

Deferred research and development costs are reviewed annually, and where future benefits are deemed to have ceased or to be in doubt, the balance of any related research and development is written off to the profit and loss account.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 1. ACCOUNTING POLICIES (continued)

#### 1.9 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

## 1.10 Warranty provision

Warranty provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

## 2. TURNOVER

All turnover arose within the United Kingdom.

## 3. OPERATING PROFIT

The operating profit is stated after charging:

	2015	2014
	£	£
Depreciation of tangible fixed assets:		
- owned by the company	6,496	7,132
Research and development expenditure written off	32,511	32,347

# 4. STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

	2015 £	2014 £
Wages and salaries Social security costs Other pension costs	3,081,629 74,811 152,037	3,034,005 30,488 25,667
	3,308,477	3,090,160

The average monthly number of employees, including the directors, during the year was as follows:

	2015 No.	2014 No.
Factory and engineering staff Management and administrative staff	54 26	51 24
	80	75

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 5. DIRECTORS' REMUNERATION

6.

7.

	2015 £	2014 £
Company pension contributions to defined contribution pension schemes	129,700	
During the year retirement benefits were accruing to 3 directors contribution pension schemes.	(2014 - NIL) in	respect of defined
INTEREST PAYABLE		
On bank loans and overdrafts	2015 £ 2,965	2014 £ 14,409
TAXATION	2015 £	2014 £

UK corporation tax charge on profit for the year Adjustments in respect of prior periods	254,787 (8,812)	40,783 (22,668)
Total current tax	245,975	18,115

Deletted tax		
Origination and reversal of timing differences	-	16,290
	•	

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 7. TAXATION (continued)

# Factors affecting tax charge for the year

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 21% (2014 - 23%). The differences are explained below:

	2015 £	2014 £
Profit on ordinary activities before tax	1,391,752 ————	415,173
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21% (2014 - 23%)	292,268	95,490
Effects of:		
Expenses not deductible for tax purposes	7,055	6,925
Depreciation for year in excess of capital allowances	385	(1,457)
Utilisation of tax losses	-	(16,635)
Adjustments to tax charge in respect of prior periods Adjustment in research and development tax credit leading to an	(8,812)	(22,668)
increase (decrease) in the tax charge	(44,921)	(43,120)
Marginal relief	-	(420)
Current tax charge for the year (see note above)	245,975	18,115

# 8. INTANGIBLE FIXED ASSETS

Patents £
6
6
6

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

## 9. TANGIBLE FIXED ASSETS

	Plant & machinery £	Office equipment £	Total £
Cost			
At 1 April 2014 Additions	24,975 -	81,157 1,934	106,132 1,934
At 31 March 2015	24,975	83,091	108,066
Depreciation	<del></del>		
At 1 April 2014 Charge for the year	10,278 5,836	79,662 660	89,940 6,496
At 31 March 2015	16,114	80,322	96,436
Net book value	<del></del>		
At 31 March 2015	8,861	2,769	11,630
At 31 March 2014	14,697	1,495	16,192

# 10. FIXED ASSET INVESTMENTS

in
subsidiary
companies
£
. 1
1
1

# Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
G.A.H. (Refrigeration Products) Limited	Ordinary	100%

The aggregate of the share capital and reserves as at 31 March 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital	\
Name	and reserves £	Profit/(loss) £
G.A.H. (Refrigeration Products) Limited	1	-

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 11. STOCKS

•••		2015	2014
	Raw materials	£ 1,256,320 ————	£ 1,536,502
12.	DEBTORS		
		2015 £	2014 £
	Trade debtors	2,116,468	2,178,549
	Amounts owed by undertakings in which the company has a	477 900	162 570
	participating interest Other debtors	177,809 463	163,578 387
	Prepayments and accrued income	81,225	104,398
		2,375,965	2,446,912
13.	CREDITORS: Amounts falling due within one year		
	Amounts failing due within one year	22.5	0044
		2015 £	2014 £
	Bank loans and overdrafts	84,649	362,994
	Trade creditors	1,190,621	1,412,071
	Amounts owed to group undertakings	1	10.702
	Corporation tax Other taxation and social security	254,787 279,258	40,783 206,208
	Accruals and deferred income	99,134	79,777
		1,908,450	2,101,834
			=====

The bank overdraft is secured by a charge over the assets of the company.

An intercompany guarantee is in place with the bank in respect of the bank borrowings of associated companies.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 14. PROVISIONS

15.

16.

17.

Opening shareholders' funds

Profit for the financial year

Closing shareholders' funds

		Warranty provision £
At 1 April 2014		200,000
Additions		229,684
Amounts reversed		(200,000)
At 31 March 2015		229,684
Warranty provision		
In respect of the warranty provision, best estimates have be incurred on products that have been sold but are known to		
SHARE CAPITAL		
OHARL ON TIME	2015	2014
	£	£
Allotted, called up and fully paid		
1,122 Ordinary shares of £1 each		1,122
RESERVES		
RESERVES	Conital	
RESERVES	Capital redempt'n	Profit and
RESERVES	redempt'n reserve	loss account
RESERVES	redempt'n reserve £	loss account £
At 1 April 2014	redempt'n reserve	loss account £ 1,701,077
At 1 April 2014	redempt'n reserve £	loss account £
	redempt'n reserve £	loss account £ 1,701,077

2015

1,702,379

1,145,777

2,848,156

2014 £

1,321,611

1,702,379

380,768

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 18. NET CASH FLOW FROM OPERATING ACTIVITIES

10.	HET CASTITEOW TROW OF ERA	TING ACTIVITIES			
				2015	2014
				£	£
	Operating profit			1,394,136	429,521
	Depreciation of tangible fixed asse	ets		6,496	7,132
	Decrease in stocks			280,182	365,863
	Decrease/(increase) in debtors			85,175	(850,503)
	Increase in amounts owed by parti	icipating interests		(14,230)	(30,116)
	(Decrease)/increase in creditors			(129,041)	253,707
	Increase in provisions			29,684	200,000
	Net cash inflow from operating	activities		1,652,402	375,604
19.	Returns on investments and ser Interest received Interest paid		TED IN CASH FL	2015 £ 581 (2,965)	2014 £ 61 (14,409)
	Net cash outflow from returns o of finance	n investments and	servicing	(2,384)	(14,348)
	,			2015	2014
				£	£
	Capital expenditure and financia	al investment			
	Purchase of tangible fixed assets			(1,934)	(10,136)
	Turonade of languate mod addete				
20.	ANALYSIS OF CHANGES IN NET	DEBT			
				Other	
				non-cash	
		1 April	Cash flow	changes	31 March
		2014	_		2015
		£	£	£	£
	Cash at bank and in hand	4,600	1,337,768	-	1,342,368
	Bank overdraft	(362,994)	278,345	-	(84,649)
	Net debt	(358,394)	1,616,113		1,257,719
		•			

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

#### 21. CONTINGENT LIABILITIES

A cross guarantee has been given by the company for the bank borrowings of its associated companies.

#### 22. PENSION COMMITMENTS

The company operates a grouped personal pension scheme, The GAH (Refrigeration) Pension Scheme, covering employees and directors of both G.A.H. (Heating Products) Limited and G.A.H. (Refrigeration) Limited. The assets of the scheme are held separately from those of the company in an independently administered fund. At the year end there were no outstanding contributions payable.

#### 23. RELATED PARTY TRANSACTIONS

The companies listed below are related parties of G.A.H. (Refrigeration) Limited because they are also subject to the control of J E H Reader.

At year end the company owed £1 (2014: £1) to G.A.H. (Refrigeration Products) Limited.

During the year the company traded with G.A.H. (Heating Products) Limited, a company connected by virtue of the Directors. The company paid rent £204,000 (2014: £204,000), contributions towards overheads £119,736 (2014: £29,664) and management charges totalling £482,000 (2014: £581,000) to G.A.H. (Heating Products) Limited. During the year the company received contributions towards overheads of £151,095 (2014: £29,664) from G.A.H. (Heating Products) Limited. The company was owed £177,809 (2014: £163,578) by G.A.H. (Heating Products) Limited at the year end.

# 24. POST BALANCE SHEET EVENTS

On 11 May 2015, an interim dividend of £132 per £1 Ordinary share was declared.

On 5 November 2015, an interim dividend of £202 per £1 Ordinary share was declared.

# 25. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company is ultimately controlled by J E H Reader. Elasta Limited is the company's immediate and ultimate parent undertaking.