# BARNFATHER WIRE (MIDLANDS) LTD DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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### **COMPANY INFORMATION**

Directors Mr J R G Barnfather

Mr M Fenney (Appointed 1 April 2012)

Secretary Mr J R G Barnfather

Company number 06437348

Registered office Wire Mills

Willenhall Road Darlaston Wednesbury West Midlands WS10 8JG

Auditors AGS Accountants & Business Advisors Limited

Castle Court 2
Castle Gate Way

Dudley

West Midlands DY1 4RH

Business address Wire Mills

Willenhall Road Darlaston Wednesbury West Midlands WS10 8JG

Bankers Lloyds TSB

The Bridge Walsall

Po Box 46 The Bridge Walsall WS1 1LU

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### **DIRECTORS' REPORT**

### FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report and financial statements for the year ended 31 December 2012

### Principal activities and review of the business

The principal activity of the company continued to be that of wire drawing

The directors of Barnfather Wire (Midlands) Limited aim to provide a balanced overview of the performance and condition of our business during the past 12 months and as of the year end. Our report is consistent with the financial statements that have been produced and addresses any risks and uncertainties that our business may be subjected to

Our business benefits from the vast expertise and knowledge that we directors have accumulated during our years trading within the UK steel industry. Such knowledge has allowed the business to remain financially sound whilst growing at a steady rate for a number of years.

We believe that the principle risk facing our business is the health of the UK economy. Businesses across the UK are still suffering which is evident within the steel industry. Careful planning and knowledge of the industry has enabled us to buy at the correct times and to trade with the correct businesses to ensure the stability of business.

At the year ended 31 December 2012 we believe the business to be financially and operationally sound

Steel prices have remained high throughout this financial year. This has contributed to a slight decrease in gross profit margin again this year.

#### Results and dividends

The results for the year are set out on page 5

The directors do not recommend payment of an ordinary dividend

### **Future developments**

Plans are in place to target customers where greater profit margins can be achieved whilst minimising the risk of exposure to bad debts. The end result of such plans is anticipated to be further growth within the UK steel industry whilst maintaining the financial stability of the business.

### Directors

The following directors have held office since 1 January 2012

Mr JRG Barnfather

Charitable donations

Mr T Dalley

(Resigned 30 September 2012)

Mr M Fenney

(Appointed 1 April 2012)

During the year the company made the following payments

Charitable donations

1,445

2012

£

2.473

2011

£

#### **Auditors**

AGS Accountants & Business Advisors Limited were appointed auditors to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting

### **DIRECTORS' REPORT (CONTINUED)**

### FOR THE YEAR ENDED 31 DECEMBER 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 judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information

On behalf of the board

Mr JR G Barhfather

Director
1 May 2013

### **INDEPENDENT AUDITORS' REPORT**

### TO THE MEMBERS OF BARNFATHER WIRE (MIDLANDS) LTD

We have audited the financial statements of Barnfather Wire (Midlands) Ltd for the year ended 31 December 2012 set out on pages 5 to 16. 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 auditors' 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 Directors' Responsibilities Statement set out on pages 1 - 2, 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 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 31 December 2012 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

# INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF BARNFATHER WIRE (MIDLANDS) LTD

### 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

Mr Peter Squire FCA (Senior Statutory Auditor) for and on behalf of AGS Accountants & Business Advisors Limited

1 May 2013

Accountants
Statutory Auditor

Castle Court 2
Castle Gate Way
Dudley
West Midlands
DY1 4RH

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

		2012	2011
	Notes	£	£
Turnover	2	8,596,260	8,300,592
Cost of sales		(6,829,856)	(6,080,700)
Gross profit		1,766,404	2,219,892
Administrative expenses		(1,751,037)	(2,208,862)
Operating profit	3	15,367	11,030
Interest payable and similar charges	4	(1,621)	(6,375)
Profit on ordinary activities before			
taxation		13,746	4,655
Tax on profit on ordinary activities	5	(11,296)	(1,423)
Profit for the year	13	2,450	3,232
		<del></del>	

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

### **BALANCE SHEET**

### AS AT 31 DECEMBER 2012

		20	12	20°	11
	Notes	£	£	£	£
Fixed assets					
Tangible assets	6		150,513		181,961
Current assets					
Stocks	7	1,453,734		2,433,092	
Debtors	8	2,073,831		1,846,522	
Cash at bank and in hand		876		1,031	
		3,528,441		4,280,645	
Creditors: amounts falling due within one year	9	(3,139,167)		(3,959,169)	
Net current assets		<del></del>	389,274	<del></del>	321,476
Total assets less current liabilities			539,787		503,437
Creditors amounts falling due after					
more than one year	10		(33,900)		
			505,887		503,437
Capital and reserves					
Called up share capital	12		500,000		500,000
Profit and loss account	13		5,887		3,437
Shareholders' funds	14		505,887		503,437

Approved by the Board and authorised for issue on 1 May 2013

Mr JRG Barnfather

Director

Company Registration No 06437348

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

	£	2012 £	£	2011 £
Net cash inflow/(outflow) from operating activities		411,834		(576,100)
Returns on investments and servicing of finance				
Interest paid	(1,621)		(6,375)	
Net cash outflow for returns on investments and servicing of finance		(1,621)		(6,375)
•		(1,4-1)		(0)010)
Taxation		(1,423)		(3,567)
Capital expenditure				
Payments to acquire tangible assets	(140,600)		(144,409)	
Receipts from sales of tangible assets	80,500		56,000	
Net cash outflow for capital expenditure		(60,100)		(88,409)
Net cash inflow/(outflow) before management of liquid resources and financing		348,690		(674,451)
Financing Capital element of hire purchase contracts	50,544		-	
Net cash inflow/(outflow) from financing	<del></del>	50,544		-
Increase/(decrease) in cash in the year		399,234		(674,451)

# NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

1	Reconciliation of operating profit to net operating activities	t cash inflow/(outflo	w) from	2012	2011
				£	£
	Operating profit			15,367	11,030
	Depreciation of tangible assets			77,548	62,969
	Loss on disposal of tangible assets			14,000	5,032
	Decrease/(increase) in stocks			979,358	(695,468)
	Increase in debtors			(227,309)	(143,127)
	(Decrease)/Increase in creditors within on	e year		(447,130)	183,464
	Net cash inflow/(outflow) from operating	g activities		411,834	(576,100)
2	Analysis of net debt	1 January 2012	Cash flow	Other non- cash changes	31 December 2012
		£	£	£	£
	Net cash				
	Cash at bank and in hand	1,031	(155)	-	876
	Bank overdrafts	(702,921) ———	399,389		(303,532)
		(701,890)	399,234	-	(302,656)
	Bank deposits Debt	-	-	-	-
	Finance leases	-	(50,544)	-	(50,544)
	Net debt	(701,890)	348,690	-	(353,200)
3	Reconciliation of net cash flow to move	ement in net debt		2012	2011
				£	£
	Increase/(decrease) in cash in the year			399,234	(674,451)
	Cash inflow from increase in debt and least	se financing		(50,544)	-
	Movement in net debt in the year			348,690	(674,451)
	Opening net debt			(701,890)	(27,439)
	Closing net debt			(353,200)	(701,890)
	-			<u> </u>	

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

### 1 Accounting policies

#### 11 Accounting convention

The financial statements are prepared under the historical cost convention

### 12 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

### 13 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

### 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 less estimated residual value of each asset over its expected useful life, as follows

Plant and machinery

50% straight line

Fixtures, fittings & equipment

33% straight line

Motor vehicles

25% reducing balance

### 15 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

#### 16 Stock

Stock is valued at the lower of cost and net realisable value

### 1.7 Pensions

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

### 18 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2012

### 1 Accounting policies

(continued)

### 19 Employer-Financed Retirement Benefit Scheme (EFRBS)

During the year the Company resolved to establish an employer financed retirement benefit scheme for the benefit of its officers, employees and their wider families, The Barnfather Wire (Midlands) Limited 2013 EFRBS ('the Scheme')

In accordance with Financial Reporting Standards, the Directors consider that a constructive obligation existed as at 31 December 2012 as a result of the resolution made at a meeting if the Directors beforehand. It was therefore considered that an accrual should be recognised in the accounts of £500,200.00 on the basis that as at 31 December 2012 the Company had a present constructive obligation as a result of a past event, that the Directors believed that a transfer of economic benefits would be required to settle the obligation, and that an accurate estimate could be made of the amount of the obligation. On 7 March 2013 the Company established the Scheme and within 9 months of the accounting year end the Company made contributions of £500,200.00 in total under the Scheme

In accordance with UITF Abstract 32 'Employee Benefit Trusts and other intermediate payment arrangements", the Company does not include the assets and liabilities of the Scheme on its balance sheet to the extent that it considers that it will not retain any future economic benefit from the assets of the Scheme and will not have control of the rights or other access to those future economic benefits '

### 2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom

3	Operating profit	2012	2011
		£	£
	Operating profit is stated after charging		
	Employer Financed Retirement Benefit Scheme Contribution	500,200	-
	Depreciation of tangible assets	77,548	62,969
	Loss on disposal of tangible assets	14,000	5,032
	Loss on foreign exchange transactions	4	412
	Operating lease rentals	79,589	79,589
	Auditors' remuneration (including expenses and benefits in kind)	5,000	4,725

Remuneration receivable by the auditors for other services has been disclosed on the group financial statements

4	Interest payable	2012 £	2011 £
	On bank loans and overdrafts	1,621	6,375

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

5	Taxation	2012 £	2011 £
	Domestic current year tax	-	
	U K corporation tax	11,296	1,423
	Total current tax	11,296	1,423
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	13,746	4,655
	Profit on ordinary activities before taxation multiplied by standard rate of		
	UK corporation tax of 20 00% (2011 - 20 00%)	2,749	931
	Effects of	<del></del>	
	Non deductible expenses	3,192	3,845
	Depreciation add back	18,310	13,600
	Capital allowances	(12,955)	(10,569)
	Group relief claimed	-	(6,402)
	Effect of change of rate of corporation tax	-	18
		8,547	492
	Current tax charge for the year	11,296	1,423

Deferred taxation has not been provided in respect of taxation deferred by timing differences, which in the opinion of the directors will not reverse in the future

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

Tangible fixed assets	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£
Cost				
At 1 January 2012	45,798	35,915	201,442	283,155
Additions	41,562	-	99,038	140,600
Disposals	<del>-</del>		(125,240) ————	(125,240)
At 31 December 2012	87,360	35,915	175,240	298,515
Depreciation				
At 1 January 2012	40,091	18,455	42,648	101,194
On disposals	-	-	(30,740)	(30,740)
Charge for the year	24,653	11,969	40,926	77,548
At 31 December 2012	64,744	30,424	52,834	148,002
Net book value				
At 31 December 2012	22,616	5,491	122,406	150,513
At 31 December 2011	5,707	17,460	158,794	181,961
Included above are assets held under finan				Motor vehicles
				Motor vehicles
Included above are assets held under finance.  Net book values				Motor vehicles £
Included above are assets held under finance.  Net book values.  At 31 December 2012.  Depreciation charge for the year.			as follows	Motor vehicles £ 64,223
Included above are assets held under finance  Net book values  At 31 December 2012  Depreciation charge for the year  At 31 December 2012			as follows	Motor vehicles £

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

8	Debtors	2012	2011
		£	€
	Trade debtors	1,269,136	930,174
	Amounts owed by parent and fellow subsidiary undertakings	775,333	888,804
	Prepayments and accrued income	29,362	27,544
		2,073,831	1,846,522
9	Creditors amounts falling due within one year	2012	2011
9	Creditors amounts falling due within one year	2012 £	2011 £
9	Creditors amounts falling due within one year  Bank overdraft		
9		£	£
9	Bank overdraft	£ 303,532	£
9	Bank overdraft Net obligations under finance leases	£ 303,532 16,644	£ 702,921 -
9	Bank overdraft Net obligations under finance leases Trade creditors	303,532 16,644 1,266,064	702,921 - 1,027,793
9	Bank overdraft Net obligations under finance leases Trade creditors Amounts owed to parent and fellow subsidiary undertakings	\$. 303,532 16,644 1,266,064 855,554	702,921 - 1,027,793 1,038,654
9	Bank overdraft Net obligations under finance leases Trade creditors Amounts owed to parent and fellow subsidiary undertakings Corporation tax	£ 303,532 16,644 1,266,064 855,554 11,296	702,921 - 1,027,793 1,038,654 1,423
9	Bank overdraft Net obligations under finance leases Trade creditors Amounts owed to parent and fellow subsidiary undertakings Corporation tax Other taxes and social security costs	303,532 16,644 1,266,064 855,554 11,296 62,387	702,921 - 1,027,793 1,038,654 1,423 109,182

The bank overdraft is secured by way of a debenture (created 15 January 2008) and an unlimited guarantee (created 5 October 2009) These are secured as a fixed and floating charges over all present and future assets of Barnfather Wire (Midlands) Limited Additional security is provided by way of an omnibus guarantee and set off agreement in favour of Lloyds TSB Bank Plc securing all monies due or to become due to the company on any account. This was created on 30th March 2011.

10	Creditors amounts falling due after more than one year	2012 £	2011 £
	Net obligations under finance leases	33,900	
	Net obligations under finance leases		
	Repayable between one and five years	50,544	-
		50,544	-
	Included in liabilities falling due within one year	(16,644)	-
	•	33,900	-

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

11	Pension and other post-retirement benefit commitments  Defined contribution		
		2012 £	2011 £
	Contributions payable by the company for the year	11,091 ———	8,789
12	Share capital	2012 £	2011 £
	Allotted, called up and fully paid 500,000 Ordinary Shares of £1 each	500,000	500,000
13	Statement of movements on profit and loss account		Profit and loss account £
	Balance at 1 January 2012 Profit for the year		3,437 2,450
	Balance at 31 December 2012		5,887
14	Reconciliation of movements in shareholders' funds	2012 £	2011 £
	Profit for the financial year Opening shareholders' funds	2,450 503,437	3,232 500,205
	Closing shareholders' funds	505,887	503,437

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

#### 15 Financial commitments

At 31 December 2012 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2013

		Other	
		2012	2011
		£	£
	Operating leases which expire		
	Between two and five years	6,467	-
16	Directors' remuneration	2012	2011
		£	£
	Remuneration for qualifying services	180,892	126,255
		=====	
	Remuneration disclosed above include the following amounts paid to the highest paid director		
	Remuneration for qualifying services	91,341	85,076

During the year the Company, in order to motivate and incentivise its officers and employees, resolved to establish an employer financed retirement benefit scheme for the benefit of the Company's officers, employees and their wider families, The Barnfather Wire (Midlands) Limited 2013 EFRBS ('the Scheme')

Contributions were made to the Scheme within 9 months of the end of the accounting period which created value in the Scheme. The amount of such value which is held on terms which are discretionary was £495,050.00. Because no earmarking has yet taken place in respect of this amount, it is not considered that this amount can be regarded as directors' remuneration and, therefore, it has been excluded from the overall figure above and the remuneration of the highest paid director.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

### 17 Employees

#### Number of employees

The average monthly number of employees (including directors) during the year was

2012 Number	2011 Number
3	2
9	10
16	17
28	29
2012	2011
£	£
856,048	1,799,679
106,814	100,074
11,091	8,789
973,953	1,908,542
	Number  3 9 16 28  2012 £ 856,048 106,814 11,091

### 18 Control

The ultimate parent company is Barnfather Holdings Limited, a company registered in England and Wales

Copies of the ultimate company's accounts can be obtained from Companies House, Crown Way, Cardiff, CF4 3UZ

### 19 Related party relationships and transactions

Barnfather Holdings Limited is the parent company of Barnfather Wire (Midlands) Limited During the year Barnfather Wire (Midlands) Limited made purchases from Barnfather Holdings Limited of £90,501 (2011 £50,501) At the balance sheet date Barnfather Wire (Midlands) Limited owed Barnfather Holdings Limited £855,554 (2011 £1,038,654)

AGS Dormant 1 Limited (Formerly Barnfather Wire Limited) is a fellow subsidiary of Barnfather Wire (Midlands) Limited which is now dormant. At the balance sheet date AGS Dormant 1 Limited owed an inter-company debt of nil (2011 £31,417) to Barnfather Wire (Midlands) Limited

Gibson Trading Limited is a fellow subsidiary of Barnfather Wire (Midlands) Limited During the year Barnfather Wire (Midlands) Limited made sales to Gibson Trading Limited of £3,854,097 At the year end Gibson Trading Limited owed an intercompany debt of £775,333 (2011 £857,387) to Barnfather Wire (Midlands) Limited