



REGISTERED NUMBER. 06929573

Registrar's  
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# Needlers Holdings Limited

## Consolidated Financial Statements

30th November 2011

Smailes Goldie

Chartered Accountants

 **UK200Group**  
Independent quality assured professionals

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# **Needlers Holdings Limited**

## **Contents of the Consolidated Financial Statements**

*for the year ended 30th November 2011*

	<b>Page</b>
<b>Company Information</b>	<b>1</b>
<b>Report of the Directors</b>	<b>2</b>
<b>Report of the Independent Auditors</b>	<b>5</b>
<b>Consolidated Profit and Loss Account</b>	<b>7</b>
<b>Consolidated Balance Sheet</b>	<b>8</b>
<b>Company Balance Sheet</b>	<b>9</b>
<b>Consolidated Cash Flow Statement</b>	<b>10</b>
<b>Notes to the Consolidated Cash Flow Statement</b>	<b>11</b>
<b>Notes to the Consolidated Financial Statements</b>	<b>13</b>
<b>Consolidated Trading and Profit and Loss Account</b>	<b>25</b>

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# Needlers Holdings Limited

## Company Information

*for the year ended 30th November 2011*

### DIRECTORS

A J Needler  
Mrs A K Needler

### REGISTERED OFFICE

Reldeen House  
Wyke Way  
Melton West Business Park  
Melton  
East Yorkshire  
HU14 3BQ

### REGISTERED NUMBER

06929573 (England and Wales)

### AUDITORS

Smailes Goldie  
Chartered Accountants  
Statutory Auditor  
Regent's Court  
Princess Street  
Hull  
East Yorkshire HU2 8BA

# **Needlers Holdings Limited (Registered number: 06929573)**

## **Report of the Directors**

*for the year ended 30th November 2011*

The directors present their report with the financial statements of the company and the group for the year ended 30th November 2011

### **PRINCIPAL ACTIVITY**

The principal activity of the group in the year under review was that of the supply of janitorial and personal protective equipment. The company's wholly owned subsidiary, B & W (Hygiene Services) Company Limited, did not trade during the year under review.

### **REVIEW OF BUSINESS**

The company continued to perform strongly throughout the year, with excellent sales growth. The market remained highly competitive with margins under continued pressure from food manufacturers. During the year the company continued to invest in the business with further investment in IT systems, continued personal development via training of the employees.

The business has outgrown its existing premises and the Board of Directors have made a substantial investment in moving the warehouse and office to a new premises at Melton west Business Park which will more than double the size of the warehouse. The new warehouse and offices will be operational by May 2012. This will allow the business to operate more efficiently and effectively and will further help to improve service levels to Customers.

The company has a strong sales pipeline which will deliver a minimum of £2.0m additional sales during 2012.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The management of the business and the execution of the company's strategy are subject to a number of risks. The key business risks affecting the company are considered to relate to:

- Currency Risk, which the company manages by putting in place a mixture of currency hedges at a minimum of 6 months in advance.
- Raw material risk. The company is subject to price movements in key raw materials including oil (plastic products), Latex and cotton. The company tries to mitigate these risks by agreeing forward contracts with suppliers.
- Bad Debt Risk. The financial health of our key customers is a risk to the business. This is monitored on a regular ongoing basis.
- Availability of funding. The business has an excellent relationship with its bank and provides monthly management figures and regularly reviews the performance of the business with the bank.

### **Analysis of Performance**

The business is monitored by the Board and by external professionals. The overall performance of the company is measured through the use of the key performance indicators. The principal KPIs are:

Sales Growth

Gross profit % Margin

Operating Profit as a % of sales

Average debtor days

Headroom in bank facilities

With the exception of bank headroom, these figures are evident from the financial statements.

# **Needlers Holdings Limited (Registered number: 06929573)**

## **Report of the Directors**

*for the year ended 30th November 2011*

### **DIVIDENDS**

An interim dividend of 1.55 per share on the Ordinary £1 shares was paid on 31st March 2011. The directors recommend that no final dividend be paid on these shares.

No interim dividend was paid on the Preference £1 shares. The directors recommend that no final dividend be paid on these shares.

The total distribution of dividends for the year ended 30th November 2011 will be £70,000.

### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1st December 2010 to the date of this report.

A J Needler  
Mrs A K Needler

Other changes in directors holding office are as follows:

Mrs J Greensides - resigned 1st July 2011

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

The directors are responsible for preparing the Report of the Directors 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 the group and of the profit or loss of the group 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

# **Needlers Holdings Limited (Registered number: 06929573)**

## **Report of the Directors**

*for the year ended 30th November 2011*

### **AUDITORS**

The auditors, Smales Goldie, will be proposed for re-appointment at the forthcoming Annual General Meeting

**ON BEHALF OF THE BOARD.**

A handwritten signature in black ink, appearing to be 'A J Needler', written over a horizontal line.

A J Needler - Director

23rd May 2012

## **Report of the Independent Auditors to the Members of Needlers Holdings Limited**

We have audited the financial statements of Needlers Holdings Limited for the year ended 30th November 2011 on pages seven to twenty four. 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 a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 group's and the parent 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 Report of the Directors 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 group's and of the parent company's affairs as at 30th November 2011 and of the group's 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Report of the Independent Auditors to the Members of Needlers Holdings 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

Ian Lamb FCA CF (Senior Statutory Auditor)  
for and on behalf of Smailes Goldie  
Chartered Accountants  
Statutory Auditor  
Regent's Court  
Princess Street  
Hull  
East Yorkshire HU2 8BA

23rd May 2012



# Needlers Holdings Limited (Registered number: 06929573)

## Consolidated Profit and Loss Account

for the year ended 30th November 2011

	Notes	2011 £	2010 £
<b>TURNOVER</b>		13,151,754	9,537,746
Cost of sales		<u>10,330,031</u>	<u>7,368,761</u>
<b>GROSS PROFIT</b>		2,821,723	2,168,985
Distribution costs		270,320	208,577
Administrative expenses		<u>2,022,529</u>	<u>1,652,073</u>
		<u>2,292,849</u>	<u>1,860,650</u>
<b>OPERATING PROFIT</b>	3	528,874	308,335
Onerous lease costs		<u>101,200</u>	<u>-</u>
		427,674	308,335
Interest receivable and similar income		<u>-</u>	<u>60</u>
		427,674	308,395
Interest payable and similar charges	4	<u>99,089</u>	<u>59,656</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		328,585	248,739
Tax on profit on ordinary activities	5	<u>84,849</u>	<u>60,385</u>
<b>PROFIT FOR THE FINANCIAL YEAR FOR THE GROUP</b>		<u><u>243,736</u></u>	<u><u>188,354</u></u>

### CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current year or previous year

### TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the profits for the current year or previous year

The notes form part of these financial statements

# Needlers Holdings Limited (Registered number: 06929573)

## Consolidated Balance Sheet

30th November 2011

	Notes	2011 £	2010 £
<b>FIXED ASSETS</b>			
Intangible assets	8	592,827	629,790
Tangible assets	9	209,078	196,125
Investments	10	<u>364</u>	<u>364</u>
		802,269	826,279
<b>CURRENT ASSETS</b>			
Stocks	11	1,809,566	1,450,670
Debtors	12	3,192,291	1,924,225
Cash at bank and in hand		<u>171,749</u>	<u>140,796</u>
		5,173,606	3,515,691
<b>CREDITORS</b>			
Amounts falling due within one year	13	<u>4,634,862</u>	<u>2,882,355</u>
<b>NET CURRENT ASSETS</b>		<u>538,744</u>	<u>633,336</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1,341,013	1,459,615
<b>CREDITORS</b>			
Amounts falling due after more than one year	14	(246,993)	(553,108)
<b>PROVISIONS FOR LIABILITIES</b>	18	<u>(27,761)</u>	<u>(13,984)</u>
<b>NET ASSETS</b>		<u>1,066,259</u>	<u>892,523</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	19	45,000	45,000
Share premium	20	678,735	678,735
Profit and loss account	20	<u>342,524</u>	<u>168,788</u>
<b>SHAREHOLDERS' FUNDS</b>	24	<u>1,066,259</u>	<u>892,523</u>

The financial statements were approved by the Board of Directors on 23rd May 2012 and were signed on its behalf by



A J Needler - Director

The notes form part of these financial statements

# Needlers Holdings Limited (Registered number: 06929573)

## Company Balance Sheet

30th November 2011

	Notes	2011 £	2010 £
<b>FIXED ASSETS</b>			
Intangible assets	8	-	-
Tangible assets	9	-	-
Investments	10	<u>1,627,180</u>	<u>1,631,221</u>
		1,627,180	1,631,221
<b>CREDITORS</b>			
Amounts falling due within one year	13	<u>618,882</u>	<u>394,020</u>
<b>NET CURRENT LIABILITIES</b>		<u>(618,882)</u>	<u>(394,020)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1,008,298	1,237,201
<b>CREDITORS</b>			
Amounts falling due after more than one year	14	<u>150,000</u>	<u>424,248</u>
<b>NET ASSETS</b>		<u>858,298</u>	<u>812,953</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	19	45,000	45,000
Share premium	20	678,735	678,735
Profit and loss account	20	<u>134,563</u>	<u>89,218</u>
<b>SHAREHOLDERS' FUNDS</b>	24	<u>858,298</u>	<u>812,953</u>

The financial statements were approved by the Board of Directors on  
were signed on its behalf by

and



A J Needler - Director

The notes form part of these financial statements

# Needlers Holdings Limited (Registered number: 06929573)

## Consolidated Cash Flow Statement

for the year ended 30th November 2011

	Notes	£	2011	£	2010	£
<b>Net cash inflow from operating activities</b>	1			106,018		394,894
<b>Returns on investments and servicing of finance</b>	2			(99,089)		(59,596)
<b>Taxation</b>				(52,622)		(41,551)
<b>Capital expenditure</b>	2			1,802		(51,711)
<b>Equity dividends paid</b>				<u>(70,000)</u>		<u>(142,000)</u>
				(113,891)		100,036
<b>Financing</b>	2			<u>(45,509)</u>		<u>(56,687)</u>
<b>(Decrease)/increase in cash in the period</b>				<u>(159,400)</u>		<u>43,349</u>
<hr/>						
<b>Reconciliation of net cash flow to movement in net debt</b>	3					
(Decrease)/increase in cash in the period			(159,400)		43,349	
Cash outflow from decrease in debt and lease financing			<u>45,509</u>		<u>56,687</u>	
Change in net debt resulting from cash flows				(113,891)		100,036
New finance leases				<u>(100,101)</u>		<u>(84,410)</u>
<b>Movement in net debt in the period</b>				(213,992)		15,626
<b>Net debt at 1st December</b>				<u>(95,807)</u>		<u>(338,435)</u>
<b>Net debt at 30th November</b>				<u>(309,799)</u>		<u>(322,809)</u>

The notes form part of these financial statements

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Cash Flow Statement

for the year ended 30th November 2011

### 1 RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2011 £	2010 £
Operating profit	528,874	308,335
Depreciation charges	121,972	116,654
Profit on disposal of fixed assets	(3,705)	(2,500)
Onerous lease costs	(101,200)	-
Increase in stocks	(358,896)	(647,274)
Increase in debtors	(1,268,066)	(323,740)
Increase in creditors	<u>1,187,039</u>	<u>943,419</u>
<b>Net cash inflow from operating activities</b>	<u>106,018</u>	<u>394,894</u>

### 2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2011 £	2010 £
<b>Returns on investments and servicing of finance</b>		
Interest received	-	60
Interest paid	(91,580)	(55,048)
Interest element of hire purchase payments	<u>(7,509)</u>	<u>(4,608)</u>
<b>Net cash outflow for returns on investments and servicing of finance</b>	<u>(99,089)</u>	<u>(59,596)</u>
<b>Capital expenditure</b>		
Purchase of intangible fixed assets	-	(25,260)
Purchase of tangible fixed assets	(14,258)	(28,951)
Sale of tangible fixed assets	<u>16,060</u>	<u>2,500</u>
<b>Net cash inflow/(outflow) for capital expenditure</b>	<u>1,802</u>	<u>(51,711)</u>
<b>Financing</b>		
Capital repayments in year	<u>(45,509)</u>	<u>(56,687)</u>
<b>Net cash outflow from financing</b>	<u>(45,509)</u>	<u>(56,687)</u>

The notes form part of these financial statements

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Cash Flow Statement

for the year ended 30th November 2011

### 3 ANALYSIS OF CHANGES IN NET DEBT

	At 1 12 10 £	Cash flow £	Other non-cash changes £	At 30 11 11 £
Net cash				
Cash at bank and in hand	140,796	30,953		171,749
Bank overdraft	<u>-</u>	<u>(190,353)</u>		<u>(190,353)</u>
	<u>140,796</u>	<u>(159,400)</u>		<u>(18,604)</u>
Debt				
Hire purchase	(86,603)	45,509	(100,101)	(141,195)
Debts falling due after one year	<u>(150,000)</u>	<u>-</u>	<u>-</u>	<u>(150,000)</u>
	<u>(236,603)</u>	<u>45,509</u>	<u>(100,101)</u>	<u>(291,195)</u>
Total	<u>(95,807)</u>	<u>(113,891)</u>	<u>(100,101)</u>	<u>(309,799)</u>

The notes form part of these financial statements

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# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements

for the year ended 30th November 2011

### 1 ACCOUNTING POLICIES

#### Accounting convention

The financial statements have been prepared under the historical cost convention

#### Turnover

Turnover is the amount receivable, excluding value added tax, in the ordinary course of business for goods supplied as a principal and for services provided

#### Goodwill

Goodwill is written off evenly over its estimated useful economic life of 20 years and is stated in the balance sheet at cost less amounts written off

#### Tangible fixed assets

Depreciation is calculated to write down the original costs of assets acquired as part of the reorganisation and the cost of subsequent additions over their expected useful lives

The rates generally applicable are

Improvements to leasehold property	over remaining period of the lease
Motor vehicles	over 4 years
Plant and equipment	between 2 and 5 years

#### Stocks

Stock is stated at the lower of cost and net realisable value. Cost represents the expenditure which has been incurred in the normal course of business in bringing the product or service to its present location and condition

#### Deferred tax

Deferred tax is the taxation attributable to timing differences between profits computed for taxation purposes and profits as stated in the accounts. Full provision is made for deferred taxation on the liability method. Provision is only made in respect of deferred taxation assets to the extent that it is anticipated that these timing differences will reverse in the future

#### Hire purchase and leasing commitments

Assets acquired under finance leases and hire purchase contracts are treated as fixed assets. The amount capitalised is the present value of minimum lease payments payable during the lease term. Depreciation is charged to the profit and loss account in accordance with the normal depreciation policy.

The corresponding lease commitments are shown as liabilities. The interest element of rental obligations is charged to the profit and loss account over the period of the lease in proportion to the balance of capital payments outstanding.

#### Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period in which they relate.

The company and its subsidiary, together with other companies formed on the reorganisation of Lightowler Limited, operates a defined contribution scheme for its directors and senior management which is independently administered. The pension cost charge represents contributions payable by the company to the scheme.

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued

for the year ended 30th November 2011

### 1 ACCOUNTING POLICIES - continued

#### Investments

Fixed asset investments are included at cost unless, in the opinion of the directors, there is a permanent diminution in the value of these investments, in which case the provision is made against the deficit

### 2 STAFF COSTS

	2011 £	2010 £
Wages and salaries	1,225,266	986,889
Social security costs	106,360	84,467
Other pension costs	40,000	40,000
	<u>1,371,626</u>	<u>1,111,356</u>

The average monthly number of employees during the year was as follows

	2011	2010
Directors	4	4
Sales and administration staff	<u>52</u>	<u>48</u>
	<u>56</u>	<u>52</u>

### 3 OPERATING PROFIT

The operating profit is stated after charging/(crediting)

	2011 £	2010 £
Hire of plant and machinery	38,810	25,849
Depreciation - owned assets	31,478	30,187
Depreciation - assets on hire purchase contracts	57,573	54,650
Profit on disposal of fixed assets	(3,705)	(2,500)
Goodwill amortisation	32,922	31,817
Auditors' remuneration	<u>11,013</u>	<u>11,200</u>
Directors' remuneration	259,886	270,405
Directors' pension contributions to money purchase schemes	40,000	40,000
Compensation to director for loss of office	<u>10,000</u>	<u>-</u>

Information regarding the highest paid director is as follows

	2011 £	2010 £
Emoluments etc	97,322	111,128
Pension contributions to money purchase schemes	<u>20,000</u>	<u>20,000</u>



# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued for the year ended 30th November 2011

### 4 INTEREST PAYABLE AND SIMILAR CHARGES

	2011 £	2010 £
Included in this category are		
Interest payable - finance leases and hire purchase contracts	7,509	4,608
Interest payable - bank loans, overdrafts and invoice financing facilities	<u>55,623</u>	<u>6,458</u>
	<u>63,132</u>	<u>11,066</u>

### 5 TAXATION

#### Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows

	2011 £	2010 £
Current tax		
UK corporation tax	71,072	53,050
Deferred tax	<u>13,777</u>	<u>7,335</u>
Tax on profit on ordinary activities	<u>84,849</u>	<u>60,385</u>

#### Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below

	2011 £	2010 £
Profit on ordinary activities before tax	<u>328,585</u>	<u>248,739</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2010 - 21%)	85,432	52,235
Effects of		
Expenses not deductible for tax	3,352	1,468
Capital allowances in excess of depreciation	(3,948)	(2,085)
Goodwill	2,060	1,432
Marginal rate relief	(8,873)	-
Change in rate in taxation	<u>(6,951)</u>	<u>-</u>
Current tax charge	<u>71,072</u>	<u>53,050</u>

### 6 PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £115,345 (2010 - £88,843)

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued

for the year ended 30th November 2011

### 7 DIVIDENDS

	2011 £	2010 £
Ordinary shares of £1 each		
Interim	<u>70,000</u>	<u>142,000</u>

### 8 INTANGIBLE FIXED ASSETS

#### Group

	Goodwill £
<b>COST</b>	
At 1st December 2010	661,607
Reduction in consideration due on earnout	<u>(4,041)</u>
At 30th November 2011	<u>657,566</u>
<b>AMORTISATION</b>	
At 1st December 2010	31,817
Amortisation for year	<u>32,922</u>
At 30th November 2011	<u>64,739</u>
<b>NET BOOK VALUE</b>	
At 30th November 2011	<u>592,827</u>
At 30th November 2010	<u>629,790</u>

### 9 TANGIBLE FIXED ASSETS

#### Group

	Improvements to property £	Plant and machinery £	Motor vehicles £	Computer equipment £	Totals £
<b>COST</b>					
At 1st December 2010	17,800	164,739	199,113	94,434	476,086
Additions	-	-	77,250	37,109	114,359
Disposals	<u>-</u>	<u>-</u>	<u>(25,350)</u>	<u>-</u>	<u>(25,350)</u>
At 30th November 2011	<u>17,800</u>	<u>164,739</u>	<u>251,013</u>	<u>131,543</u>	<u>565,095</u>
<b>DEPRECIATION</b>					
At 1st December 2010	2,168	90,700	112,325	74,768	279,961
Charge for year	1,483	26,820	47,220	13,528	89,051
Eliminated on disposal	<u>-</u>	<u>-</u>	<u>(12,995)</u>	<u>-</u>	<u>(12,995)</u>
At 30th November 2011	<u>3,651</u>	<u>117,520</u>	<u>146,550</u>	<u>88,296</u>	<u>356,017</u>
<b>NET BOOK VALUE</b>					
At 30th November 2011	<u>14,149</u>	<u>47,219</u>	<u>104,463</u>	<u>43,247</u>	<u>209,078</u>
At 30th November 2010	<u>15,632</u>	<u>74,039</u>	<u>86,788</u>	<u>19,666</u>	<u>196,125</u>

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued for the year ended 30th November 2011

### 9 TANGIBLE FIXED ASSETS - continued

#### Group

Fixed assets, included in the above, which are held under hire purchase contracts are as follows

	Plant and machinery £	Motor vehicles £	Computer equipment £	Totals £
<b>COST</b>				
At 1st December 2010	112,523	120,651	-	233,174
Additions	-	77,250	28,564	105,814
Transfer to ownership	<u>(43,750)</u>	<u>(43,000)</u>	<u>-</u>	<u>(86,750)</u>
At 30th November 2011	<u>68,773</u>	<u>154,901</u>	<u>28,564</u>	<u>252,238</u>
<b>DEPRECIATION</b>				
At 1st December 2010	46,588	67,787	-	114,375
Charge for year	19,017	36,359	2,197	57,573
Transfer to ownership	<u>(36,873)</u>	<u>(43,000)</u>	<u>-</u>	<u>(79,873)</u>
At 30th November 2011	<u>28,732</u>	<u>61,146</u>	<u>2,197</u>	<u>92,075</u>
<b>NET BOOK VALUE</b>				
At 30th November 2011	<u>40,041</u>	<u>93,755</u>	<u>26,367</u>	<u>160,163</u>
At 30th November 2010	<u>65,935</u>	<u>52,864</u>	<u>-</u>	<u>118,799</u>

### 10 FIXED ASSET INVESTMENTS

#### Group

	Unlisted investments £
<b>COST</b>	
At 1st December 2010 and 30th November 2011	<u>364</u>
<b>NET BOOK VALUE</b>	
At 30th November 2011	<u>364</u>
At 30th November 2010	<u>364</u>

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued

for the year ended 30th November 2011

### 10 FIXED ASSET INVESTMENTS - continued

#### Company

	Shares in group undertakings £
<b>COST</b>	
At 1st December 2010	1,631,221
Reduction in consideration due on earnout	<u>(4,041)</u>
At 30th November 2011	<u>1,627,180</u>
<b>NET BOOK VALUE</b>	
At 30th November 2011	<u>1,627,180</u>
At 30th November 2010	<u>1,631,221</u>

The group or the company's investments at the balance sheet date in the share capital of companies include the following

#### Subsidiaries

##### Needlers Limited

Nature of business the supply of personal protective equipment

	% holding	2011 £	2010 £
Class of shares			
Ordinary shares	100 00	1,417,315	1,281,001
Preference shares	100 00	<u>136,314</u>	<u>106,328</u>
Aggregate capital and reserves			
Profit for the year			

##### B & W (Hygiene Services) Company Limited

Nature of business Dormant

	% holding
Class of shares	
Ordinary	100 00

The company, by virtue of its 100% shareholding in Needlers Limited owns 100% of the share capital in B & W (Hygiene Services) Company Limited

### 11 STOCKS

	Group 2011 £	2010 £
Stocks	<u>1,809,566</u>	<u>1,450,670</u>

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued for the year ended 30th November 2011

### 12 DEBTORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	
	2011	2010
	£	£
Trade debtors	2,825,247	1,808,223
Other debtors	134,470	86,656
Prepayments and accrued income	<u>232,574</u>	<u>29,346</u>
	<u>3,192,291</u>	<u>1,924,225</u>

### 13 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2011	2010	2011	2010
	£	£	£	£
Bank loans and overdrafts (see note 15)	190,353	-	-	-
Hire purchase contracts (see note 16)	51,208	34,745	-	-
Trade creditors	1,543,818	1,382,355	-	-
Amounts owed to group undertakings	-	-	100,274	181,738
Tax	71,500	53,050	29,436	23,617
Social security and other taxes	31,537	26,818	-	-
VAT	187,046	173,191	-	-
Other creditors	273,873	42,993	273,207	42,700
Invoice financing advances	1,430,373	875,058	-	-
Directors' loan accounts	285,909	207,974	215,965	145,965
Accruals and deferred income	<u>569,245</u>	<u>86,171</u>	-	-
	<u>4,634,862</u>	<u>2,882,355</u>	<u>618,882</u>	<u>394,020</u>

### 14 CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	2011	2010	2011	2010
	£	£	£	£
Preference shares (see note 15)	150,000	150,000	150,000	150,000
Hire purchase contracts (see note 16)	89,987	51,858	-	-
Other creditors	7,006	274,248	-	274,248
Other loans	-	<u>77,002</u>	-	-
	<u>246,993</u>	<u>553,108</u>	<u>150,000</u>	<u>424,248</u>

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued for the year ended 30th November 2011

### 15 LOANS

An analysis of the maturity of loans is given below

	Group		Company	
	2011 £	2010 £	2011 £	2010 £
Amounts falling due within one year or on demand				
Bank overdrafts	<u>190,353</u>	<u>-</u>	<u>-</u>	<u>-</u>
Amounts falling due in more than five years				
Repayable otherwise than by instalments				
Preference shares	<u>150,000</u>	<u>150,000</u>	<u>150,000</u>	<u>150,000</u>

Details of shares shown as liabilities are as follows

Allotted, issued and fully paid				
Number	Class	Nominal value £1	2011 £	2010 £
150,000	Preference		<u>150,000</u>	<u>150,000</u>

The preference shares, which have no fixed redemption date but may be redeemed, at the option of the company, in blocks of at least 10,000 preference shares, carry no voting rights and carry the right on a winding-up or other return of capital to repayment in priority to the holders of any other class of shares

The preference shares carry a fixed cumulative preferential dividend at a rate of 6% per annum. The holder of the preference shares has waived the right to receive a dividend in respect of the period up to 30th November, 2011

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued for the year ended 30th November 2011

### 16 OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

#### Group

	Hire purchase contracts	
	2011	2010
	£	£
Gross obligations repayable		
Within one year	58,188	39,583
Between one and five years	<u>95,201</u>	<u>55,641</u>
	<u>153,389</u>	<u>95,224</u>
Finance charges repayable		
Within one year	6,980	4,838
Between one and five years	<u>5,214</u>	<u>3,783</u>
	<u>12,194</u>	<u>8,621</u>
Net obligations repayable		
Within one year	51,208	34,745
Between one and five years	<u>89,987</u>	<u>51,858</u>
	<u>141,195</u>	<u>86,603</u>

The following operating lease payments are committed to be paid within one year

#### Group

	Land and buildings		Other operating leases	
	2011	2010	2011	2010
	£	£	£	£
Expiring				
Within one year	42,066	-	6,573	3,082
Between one and five years	45,500	-	22,605	22,025
In more than five years	<u>44,522</u>	<u>146,700</u>	<u>-</u>	<u>-</u>
	<u>132,088</u>	<u>146,700</u>	<u>29,178</u>	<u>25,107</u>

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued

for the year ended 30th November 2011

### 17 SECURED DEBTS

The following secured debts are included within creditors

	<b>Group</b>	
	2011	2010
	£	£
Bank overdraft	190,353	-
Invoice financing	<u>1,430,373</u>	<u>875,058</u>
	<u>1,620,726</u>	<u>875,058</u>

The bank overdraft and invoice financing liability are secured by a fixed and floating charge over the assets of the company

### 18 PROVISIONS FOR LIABILITIES

	<b>Group</b>	
	2011	2010
	£	£
Deferred tax	<u>27,761</u>	<u>13,984</u>

#### Group

	Deferred tax £
Balance at 1st December 2010	13,984
Transfer from profit and loss account	13,777
Balance at 30th November 2011	<u>27,761</u>

### 19 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid			2011	2010
Number	Class	Nominal value	£	£
45,000	Ordinary	£1	<u>45,000</u>	<u>45,000</u>

### 20 RESERVES

#### Group

	Profit and loss account £	Share premium £	Totals £
At 1st December 2010	168,788	678,735	847,523
Profit for the year	243,736		243,736
Dividends	<u>(70,000)</u>		<u>(70,000)</u>
At 30th November 2011	<u>342,524</u>	<u>678,735</u>	<u>1,021,259</u>



# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued for the year ended 30th November 2011

### 20 RESERVES - continued

#### Company

	Profit and loss account £	Share premium £	Totals £
At 1st December 2010	89,218	678,735	767,953
Profit for the year	115,345		115,345
Dividends	(70,000)		(70,000)
At 30th November 2011	<u>134,563</u>	<u>678,735</u>	<u>813,298</u>

### 21 PENSION COMMITMENTS

The company and its subsidiary, together with other companies formed on the reorganisation of Lightowler Limited, operates a defined contribution scheme for directors and senior management which is independently managed. The charge to profit and loss account for the period in respect of this scheme amounted to £40,000 (2010 £40,000). There were no outstanding contributions at 30th November 2011 or 30th November 2010.

### 22 RELATED PARTY DISCLOSURES

During the year, total dividends of £70,000 (2010 - £142,000) were paid to the directors.

Included within Creditors. Amounts falling due within one year is £285,911 (2010 £284,974) due to A J Needler. The loan is accruing interest at 3% above the Bank of England base rate.

### 23 ULTIMATE CONTROLLING PARTY

The group was controlled throughout the year by A J Needler by virtue of his holding 70% of the ordinary share capital of parent company.

### 24 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

#### Group

	2011 £	2010 £
Profit for the financial year	243,736	188,354
Dividends	<u>(70,000)</u>	<u>(142,000)</u>
<b>Net addition to shareholders' funds</b>	173,736	46,354
Opening shareholders' funds	<u>892,523</u>	<u>846,169</u>
<b>Closing shareholders' funds</b>	<u>1,066,259</u>	<u>892,523</u>

# Needlers Holdings Limited (Registered number: 06929573)

## Notes to the Consolidated Financial Statements - continued for the year ended 30th November 2011

### 24 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS - continued

Company	2011 £	2010 £
Profit for the financial year	115,345	88,843
Dividends	<u>(70,000)</u>	<u>(142,000)</u>
<b>Net addition/(reduction) to shareholders' funds</b>	45,345	(53,157)
Opening shareholders' funds	<u>812,953</u>	<u>866,110</u>
<b>Closing shareholders' funds</b>	<u>858,298</u>	<u>812,953</u>