

Sykes Pumps International Limited

**Directors' report and financial
statements**

Registered number 07263045

For the year ended 31 December 2019

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Contents

Directors' report	1
Statement of directors' responsibilities in respect of the directors' report and the financial statements	3
Independent auditor's report to the members of Sykes Pumps International Limited	4
Profit and loss account	7
Statement of income and retained earnings	7
Balance sheet	8
Notes	9

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2019.

Principal activity

The Company's principal activity is the sale of environmental control equipment in overseas markets. All sales are made through an agency agreement in association with Andrews Sykes Hire Limited, a fellow subsidiary undertaking of the group headed by Andrews Sykes Group plc.

Results and dividends

The results for the period are set out in the profit and loss account on page 7.

No interim dividends were declared during the year (2018: £Nil) and the directors do not recommend the payment of a final dividend.

Going concern

The Company is an indirect 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 2019 were approved on 11 May 2020. In those financial statements, the board of Andrews Sykes Group plc concluded that "based on the detailed forecast prepared by management taking into account the anticipated impact of the coronavirus pandemic, the Board has a reasonable expectation that the group has adequate resources to continue to trade for the foreseeable future even in the extreme scenario that the downturn continues throughout 2021. 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 pages 15 and 16 of the group's 2019 annual report and financial statements.

Subsequent to the approval of the 2019 Annual Report and Financial Statements the board declared an interim dividend of £10.0 million that was paid to shareholders on 28th August 2020 which was not included in the above forecast. A detailed reforecast taking into account this dividend has been prepared which shows that the group continues to have significant cash reserves* throughout 2020 and 2021.

*defined as cash at bank less bank loans before right-of-use lease obligations.

The directors of this Company have confirmed with the board of Andrews Sykes Group plc that they still consider the Andrews Sykes Group to be a going concern 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
CD Webb (appointed 9 January 2020)
AW Phillips (resigned 13 January 2020)

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 each 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.

Auditor

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

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

Directors' report (*continued*)

Qualifying third party indemnity provisions

The company has provided qualifying indemnity provisions in respect of the board of directors which were in force during the year and at the date of this report.

Small company provision

In preparing this report, the Directors have taken advantage of the small companies' exemption in Part 15 of the Companies Act 2006.

Signed by order of the board


MJ Calderbank ACA
Company Secretary

St David's Court
Union Street
Wolverhampton
WV1 3JE

11 September 2020

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 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, 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 and 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;
- 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 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.

Independent auditor's report to the members of Sykes Pumps International Limited

Opinion

We have audited the financial statements of Sykes Pumps International Limited (the 'company') for the year ended 31 December 2019 which comprise Profit and loss account, Statement of income and retained earnings, the Balance sheet, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

In our evaluation of the directors' conclusions, we considered the risks associated with the company's business, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Independent auditor's report to the members of Sykes Pumps International Limited *(continued)*

Other information

The directors are responsible for the other information. The other information comprises the information included in the directors' report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which 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' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors for the financial statements

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report to the members of Sykes Pumps International Limited *(continued)*

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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.

Grant Thornton UK LLP

Andrew Turner FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Birmingham
11 September 2020

Profit and loss account
 For the year ended 31 December 2019

	Note	2019 £	2018 £
Turnover	2	114,644	22,677
Cost of sales		(63,604)	(10,963)
Gross profit		51,040	11,714
Administrative expenses		(5,000)	(5,000)
Operating profit		46,040	6,714
Interest receivable from group undertakings		6,619	5,890
Interest payable to group undertakings		(77)	(47)
Profit on ordinary activities before taxation	3	52,582	12,557
Taxation	4	(9,991)	(2,366)
Profit for the financial year		42,591	10,191

All results are derived from continuing activities.

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.

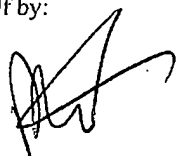
Statement of income and retained earnings
 For the year ended 31 December 2019

	2019 £	2018 £
Retained earnings at the beginning of the year	336,159	325,968
Profit for the financial year	42,591	10,191
Retained earnings at the end of the year	378,750	336,159

Balance sheet
At 31 December 2019

	<i>Note</i>	2019 £	2018 £
Current assets			
Debtors: Amounts falling due within one year	5	395,150	342,491
Creditors: Amounts falling due within one year	6	(16,399)	(6,331)
Current assets less current liabilities being net assets		<u>378,751</u>	<u>336,160</u>
Capital and reserves			
Called up share capital	8	1	1
Profit and loss account		<u>378,750</u>	<u>336,159</u>
Shareholders' funds		<u>378,751</u>	<u>336,160</u>

These financial statements were approved by the board of directors on 11 September 2020 and were signed on its behalf by:



PT Wood
Director

Company number: 07263045

Notes

(forming part of the financial statements)

1 Accounting policies

Sykes Pumps International 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 December 2017. The presentation currency of these financial statements is sterling.

The Company's ultimate 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 or other key sources of estimation uncertainty 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

There are no changes in 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.

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.

Notes (continued)

1 Accounting policies (continued)

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").

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.

Turnover

Turnover represents the net amount receivable from external customers (excluding VAT) for the sale of environmental control products after deducting trade discounts. Turnover is recognised on despatch.

Notes (continued)

1 Accounting policies (continued)

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.

2 Turnover

The Company's turnover derives from its principal activity, the sale of environmental control equipment originating within the United Kingdom.

The Company's turnover by destination can be analysed as follows:

	2019 £	2018 £
United States of America	114,644	22,677

3 Profit on ordinary activities before taxation

	2019 £	2018 £
Profit on ordinary activities before taxation is stated after charging		
Support charge from Andrews Sykes Hire Limited	5,000	5,000

Directors' emoluments were borne by other group companies and it is not practical to apportion the amount between the relevant companies.

The company has no employees other than the directors.

The auditor's fees in respect of the audit of the company's financial statements were borne by a fellow group undertaking.

Fees payable to the company's auditors in respect of non-audit services have been included in the disclosures of the consolidated financial statements for the year ended 31 December 2019 of the ultimate parent undertaking, Andrews Sykes Group plc, as required by the Companies Act 2006.

Notes (continued)

4 Taxation

Analysis of charge for the year

	2019 £	2018 £
<i>UK corporation tax and group relief</i>		
Tax on income for the period	9,991	2,386
Adjustment in respect of prior period	-	(20)
	<hr/>	<hr/>
Tax on profit on ordinary activities	9,991	2,366
	<hr/>	<hr/>

Tax charge for the year is the same as (2018: differs from) that resulting by applying the effective standard rate of corporation tax in the UK of 19% (2018: 19%). The amounts can be reconciled as follows:

	2019 £	2018 £
<i>Tax reconciliation</i>		
Profit on ordinary activities before tax	52,582	12,557
	<hr/>	<hr/>
Current tax at 19% (2018: 19%)	9,991	2,386
<i>Effects of:</i>		
Current tax prior year adjustments	-	(20)
	<hr/>	<hr/>
Total tax charge (see above)	9,991	2,366
	<hr/>	<hr/>

Factors that may affect future tax charges

The reduction in the UK corporation tax rate from 19% to 17% that was to be effective from 1 April 2020 was reversed in the budget on 11 March 2020. There are currently no plans announced to change the rate of UK corporation tax rate from its current rate of 19%.

5 Debtors: Amounts falling due within one year

	2019 £	2018 £
Amounts owed by group undertakings	395,150	342,491
	<hr/>	<hr/>

All inter-company balances are due on demand. Interest is charged on all inter-company loans at commercial rates of interest.

6 Creditors: Amounts falling due within one year

	2019 £	2018 £
Amounts owed to group undertakings	6,408	3,945
Group relief	9,991	2,386
	<hr/>	<hr/>
	16,399	6,331
	<hr/>	<hr/>

All inter-company balances are due on demand. Interest is charged on all inter-company loans at commercial rates of interest.

Notes (continued)

7 Deferred tax

There was no provided or unprovided deferred tax at the end of the current year or previous financial year.

8 Called up share capital

	2019	2018
	£	£
<i>Called up, allotted and fully paid:</i>		
1 ordinary share of £1	1	1
	<u>1</u>	<u>1</u>

9 Controlling parties

The company is a subsidiary undertaking of Andrews Sykes International Limited and the Company's ultimate UK parent company is Andrews Sykes Group plc, both registered in England and Wales.

The only UK group in which the results of Sykes Pumps International 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 11 September 2020, EOI SYKES Sarl, which is incorporated in Luxembourg, held 86.25% 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 controlled by the trustees of these trusts through a Trustees' Committee. The directors therefore consider that the trustees of the Ariane and Eden Trusts are the ultimate controlling parties of the company.