

Acenta Steel Group Limited

Annual report and financial statements

For the year ended 31 December 2013

Registered number 07434765

WEDNESDAY



A3FLZP97

A10

03/09/2014

COMPANIES HOUSE

#156

Acenta Steel Group Limited

Annual report and financial statements for the year ended 31 December 2013

	Page
Directors and advisors	1
Strategic report for the year ended 31 December 2013	2
Directors' report for the year ended 31 December 2013	3
Independent auditors' report to the members of Acenta Steel Group Limited	5
Profit and loss account for the year ended 31 December 2013	7
Reconciliation of movements in shareholders' deficit for the year ended 31 December 2013.....	8
Balance sheet as at 31 December 2013.....	9
Notes to the financial statements for the year ended 31 December 2013.....	10

Acenta Steel Group Limited

Directors and advisors

Directors

T Singh

C S Mills

J L Withers

Company Secretary

J L Withers

Registered office

Planetary Road
Willenhall
West Midlands
United Kingdom
WV13 3SW

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cornwall Court
19 Cornwall Street
Birmingham
B3 2DT

Legal advisers

DWF LLP
One Snowhill
Snowhill Queensway
Birmingham
B4 6GA

Acenta Steel Group Limited

Strategic report for the year ended 31 December 2013

The directors present their strategic report on the company for the year ended 31 December 2013.

Principal activities, going concern, business review and future developments

The principal activity of the company is that of an investment holding company.

The ultimate parent undertaking is Acenta Steel Holdings Limited, a company also incorporated in England and Wales.

On the 7 March 2013 the entire share capital of Acenta Steel Holdings Limited was acquired by Acenta Steel Realisation Limited, a company incorporated on 28 February 2013. This company was subsequently re-named Acenta Holdings Limited and is controlled by T Singh.

The company has full financial support from its fellow subsidiary company, Acenta Steel Limited. As a result, the directors believe that it is appropriate to prepare the financial statements on the going concern basis.

The directors consider that the results for the period and the financial position at the end of the period were satisfactory.

Non-financial risks

Detail of the non-financial risks is included within the consolidated financial statements of Acenta Steel Holdings Limited which are publicly available.

Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that further analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. Detail of the group's key performance indicators is included within the consolidated financial statements of Acenta Steel Holdings Limited which are publicly available.

Approved by the board of directors and signed on behalf of the Board.



T Singh
Director
28 April 2014

Acenta Steel Group Limited

Directors' report for the year ended 31 December 2013

The directors present their report and the audited financial statements of the company for the year ended 31 December 2013.

The registration number of the company is 07434765.

Future developments

An indication of the likely future developments of the business is included in the Strategic Report on page 2.

Dividends

The directors do not recommend the payment of a dividend (2012: £nil).

Financial risk management

Detail of the financial risk management is included within the consolidated financial statements of Acenta Steel Holdings Limited which are publicly available.

Results

The company's loss before tax for the financial year is £12,000 (2012: £615,000).

Directors' indemnities

The company maintained throughout the year, and at the date of approval of the financial statements, liability insurance for its directors and officers. This is a qualifying provision for the purposes of the Companies Act 2006.

Directors

The following directors have held office during the period and unless otherwise stated, up to the date of signing the financial statements were as follows:

T Singh

C S Mills

J L Withers

Acenta Steel Group Limited

Directors' report for the year ended 31 December 2013 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 prepared 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 year. 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.

Statement of disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved under section 418 of the Companies Act 2006 the following applies:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Small company special provisions

The report of the directors has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 Section 415A relating to small companies.

Approved by the board of directors and signed on behalf of the Board.



T Singh
Director
28 April 2014

Acenta Steel Group Limited

Independent auditors' report to the members of Acenta Steel Group Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its loss 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Acenta Steel Group Limited, comprise:

- the profit and loss account for the year then ended;
- the reconciliation of movements in shareholders' deficit for the year then ended; and
- the balance sheet as at 31 December 2013;
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 Annual report and financial statements (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Acenta Steel Group Limited
Independent auditors' report to the members of Acenta Steel Group Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Neil Philpott (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham

28 April 2014

Acenta Steel Group Limited
Profit and loss account
for the year ended 31 December 2013

	Note	2013 £'000	2012 £'000
Interest payable and similar charges	3	(12)	(615)
Loss on ordinary activities before taxation		(12)	(615)
Tax on loss on ordinary activities	4	-	-
Loss for the financial period	9	(12)	(615)

Total gains and losses are included in the profit and loss account and therefore no separate statement of recognised gains and losses has been presented.

There is no material difference between the loss on ordinary activities before taxation and the loss for the financial period and their historical cost equivalents.

All results are derived from continuing operations.

Acenta Steel Group Limited

Reconciliation of movements in shareholders' deficit for the year ended 31 December 2013

	Note	2013 £'000	2012 £'000
Loss for the financial period representing net change in shareholder's deficit	9	(12)	(615)
Opening shareholders' deficit		(1,298)	(683)
Closing shareholders' deficit		(1,310)	(1,298)

The notes on pages 10 to 16 form an integral part of these financial statements.

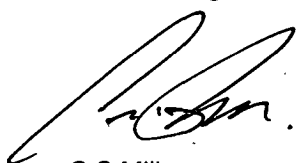
Acenta Steel Group Limited

Balance sheet

as at 31 December 2013

	Note	2013 £'000	2012 £'000
Fixed assets			
Investments	5	8,756	8,756
Current Assets		-	-
Creditors: amounts falling due within one year	6	(10,066)	(10,011)
Net current liabilities		(10,066)	(10,011)
Total assets less current liabilities		(1,310)	(1,255)
Creditors: amounts falling due after more than one year	7	-	(43)
Net liabilities		(1,310)	(1,298)
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account	9	(1,310)	(1,298)
Total shareholders' deficit		(1,310)	(1,298)

These financial statements on pages 7 to 16 were approved by the Board of directors on 28 April 2014 and signed on their behalf by:



C S Mills
Director

Acenta Steel Group Limited

Notes to the financial statements for the year ended 31 December 2013

1 Principal accounting policies

A summary of the company's principal accounting policies, which have been consistently applied, is set out below:

Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting and financial reporting standards in the United Kingdom.

Group financial statements

The company is a wholly owned subsidiary of Acenta Steel Holdings Limited and as such, its results and those of its subsidiaries are consolidated in the financial statements of Acenta Steel Holdings Limited, a company registered in the United Kingdom. As permitted, under section 400 of the Companies Act 2006, no consolidated financial statements have therefore been prepared.

Going concern

The financial statements have been prepared on the going concern basis, which assumes that for the foreseeable future the company will continue to be able to realise its assets and meet its liabilities as they fall due.

On the 7 March 2013 the entire share capital of Acenta Steel Holdings Limited was acquired by Acenta Steel Realisation Limited, a company incorporated on 28 February 2013. This company was subsequently re-named Acenta Steel Holdings Limited and is controlled by T Singh. During the year the company repaid £65,000 representing the full and final balance of a loan facility plus interest that had been provided by the majority shareholders of its ultimate parent undertaking to finance the acquisition of Acenta Steel Limited on 6 January 2011.

The company has full financial support and has received confirmation of support from its fellow subsidiary company, Acenta Steel Limited. As a result, they believe that it is appropriate to prepare the financial statements on the going concern basis.

Cash flow statement

The company is a wholly owned subsidiary company of a group headed by Acenta Steel Holdings Limited, and is included in the consolidated financial statements of that company, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996) 'Cash flow statements'.

Fixed asset investments

Investments held as fixed assets are stated at cost less provision for any impairment in value. The directors consider that the value of fixed assets investments is not impaired below the value shown in the balance sheet as at 31 December 2013.

Acenta Steel Group Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

1 Principal accounting policies (continued)

Deferred taxation

A deferred tax balance is recognised in respect of all timing differences that have been originated but not reversed by the balance sheet date, provided that the recognition of a deferred tax asset is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax is measured on a non-discounted basis using rates of tax that would apply when the timing differences are expected to reverse and based on rates that have been enacted or substantively enacted by the balance sheet date.

Related Party Transactions

The company has taken advantage, as a wholly owned subsidiary, of the exemption offered in Financial Reporting Standard Number 8 (Related Party Disclosures) from disclosing transactions with other wholly owned subsidiaries.

Borrowing costs

Finance charges, including costs wholly attributable to debt issue are accounted for on an accruals basis in the profit and loss account using the effective interest method in accordance with FRS 4.

2 Operating loss

The monthly average number of employees (including directors) during the period was as follows:

	2013 Number	2012 Number
Management	3	3

No emoluments were paid to the directors for their services as director to this company. These costs were borne by Acenta Steel Holdings Limited, the ultimate parent undertakings and disclosed in the consolidated financial statements of the group. No recharge was made to the company from Acenta Steel Holdings Limited in respect of directors' emoluments.

The auditors' remuneration is borne by Acenta Steel Limited, a fellow subsidiary undertaking. During the year, £44,500 (2012: £37,200) was paid to the auditor in respect of their services as auditors of the group and £12,250 (2012: £10,800) in respect of other services rendered to the group. No recharges were made to the company in respect of remuneration to auditors.

3 Interest payable and similar charges

	2013 £'000	2012 £'000
Interest on loan notes (note 7)	12	473
Amortisation of debt issue costs	-	142
	12	615

Acenta Steel Group Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

4 Tax on loss on ordinary activities

There were no current tax or deferred tax charges / (credits) on the loss on ordinary activities in the period.

The effective rate of UK corporation tax for 2013 is 23.25% (2012: 24.5%). The actual tax credit for the current period is lower than the standard rate for the reasons set out in the following reconciliation:

	2013 £'000	2012 £'000
Loss on ordinary activities before tax	(12)	(615)
Loss on ordinary activities at the standard rate of corporation tax of 23.25% (2012: 24.5%)	(3)	(151)
Effects of :		
Group relief surrendered	3	151
Current tax charge for the period	-	-

During the year legislation included in Finance Act was substantively enacted at the balance sheet date to reduce the main rate of UK corporation tax from 21% to 20% effective from 1 April 2015. The relevant deferred tax balances have been re-measured.

5 Fixed assets investments

	Investments in subsidiary undertakings
Cost and Net Book Value	£'000
At 1 January 2013 and 31 December 2013	8,756

Acenta Steel Group Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

5 Fixed assets investments (continued)

The investment represents 100% of the ordinary share capital of the subsidiaries detailed below:

Name	Country of incorporation or registration and operation	Principal activity	Proportion of ordinary shares held by company
Acenta Steel Limited	England & Wales	Manufacture & distribution of steel	100%
Acenta Property Limited	England & Wales	Property investment	100%

The directors believe that the carrying value of the investments is supported by their underlying net assets. The reporting period end of the subsidiary undertakings is co terminus with the company.

6 Creditors: amounts falling due within one year

	2013 £'000	2012 £'000
Amount owed to group undertakings	10,066	9,987
Loan notes	-	22
Accruals and deferred income	-	2
	10,066	10,011

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Loan notes were secured (see note 7).

Acenta Steel Group Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

7 Creditors: amounts falling due after more than one year

	2013 £'000	2012 £'000
Loan notes	-	43

On the 6 January 2011, the company entered into a loan note agreement with the majority shareholders of its ultimate parent undertaking to finance the acquisition of Acenta Steel Limited (formerly Niagara LaSalle (UK) Limited). The loan notes were repaid in full in 2013 at a redemption premium of 30%.

Maturity of borrowings

	2013 £'000	2012 £'000
Loan notes		
<i>Amount repayable:</i>		
In one year or less on demand	-	22
Between one and two years	-	43
	-	65

8 Called up share capital

	Alloted and Fully paid 2013 £	Alloted and Fully paid 2012 £
Ordinary shares of £1 each	1	1

Acenta Steel Group Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

9 Profit and loss accounts

	2013 £'000
Balance at 1 January 2013	(1,298)
Loss for the period	(12)
Balance at 31 December 2013	(1,310)

10 Contingencies

The company is party to a composite guarantee and debenture with its fellow subsidiary and its parent undertakings. The composite guarantee with Endless LLP was satisfied and terminated in 2013.

11 Related party transactions

The company has taken advantage of the exemptions conferred by Financial Reporting Standards Number 8 (Related Party Disclosures) not to disclose details of transactions with group undertakings of which 100% of that company's voting rights are controlled within the group.

Loans from related parties

The following balances were owed by the company at the period end:

	2013 £'000	2012 £'000
Director loan	-	59
Balance at 31 December 2013	-	59

See note 7 for details on the loan terms, interest rates, repayment details and security held.

Acenta Steel Group Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

12 Parent company and controlling party

The immediate parent undertaking is Acenta Steel Realisation Limited (formerly known as Acenta Steel Holdings Limited), a company incorporated in England and Wales.

The ultimate parent undertaking became Acenta Steel Holdings Limited, a company also incorporated in England and Wales.

On the 7 March 2013 the entire share capital of Acenta Steel Realisation Limited (formerly Acenta Steel Holdings Limited) was acquired by Acenta Steel Holdings Limited (formerly Acenta Steel Realisation Limited), a company incorporated on 28 February 2013 and controlled by T Singh.

Acenta Steel Holdings Limited is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 31 December 2013. The consolidated financial statements of the largest group are available from the registered address of the company.