COMPANY REGISTRATION NUMBER 03726044

AGETUR (UK) LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

28 FEBRUARY 2013

AGETUR (UK) LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 28 FEBRUARY 2013

AGETUR (UK) LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 28 FEBRUARY 2013

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 28 February 2013

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was that of a contractor for new house builders undertaking groundworks, brickworks, roads and sewers

The company is a contractor to large, nationally renowned companies in the house building sector Its main activities are associated with new housing projects of varying sizes and are groundworks, drainage works and roadworks

The company has delivered a steady financial performance in 2013, much comparable with that of the prior year

The financial results of the company are reflected in its financial position At 28 February 2013 the company had gross assets of £6 17m (2012 £6 13m) and retained reserves of £1 2m (2012 £993k)

The company minimises its operating risk by concentrating on its core expertise At any point in time the company maintains between 10 and 20 contracts of various sizes and stages of completion

The company is driven by a strong management team based at the head office, some of whom have been with the business for 15 years or more, and who are important to the stability and growth of the business

The company's workforce has decreased slightly from 132 in 2012 to 126 in 2013 with skills at all levels In order to recruit, develop and retain staff of highest calibre, the company places great emphasis on providing a structured training and development programme, which includes induction, formal apprenticeships, study leave and support for professional qualifications and promotion opportunities

In addition, consistently high investment in the pool of plant and machinery have equipped the staff to consistently deliver high quality work on time and within budget

Health and Safety of its workforce are of paramount importance to the company's management It is the company's policy to undertake necessary steps to comply with all requirements under the 'Health and Safety at Work Act' and other relevant codes of practice It has an excellent health and safety record with no major incidents or prohibition notices received

FUTURE DEVELOPMENTS

Despite the current building market and economic situation the directors have confidence that in 2013/2014 the housing market will continue to revive, continuing to allow the company to achieve its targets by maintaining its competitive strength in the industry via the pursuance of management policies, which have ensured the company's success to date

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £482,044 Particulars of dividends paid are detailed in note 9 to the financial statements

DIRECTORS

The directors who served the company during the year were as follows

R J Rexton
R J Warby

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

DONATIONS

During the year the company made the following contributions

	2013	2012
	£	£
Charitable	2,410	3,000

AUDITOR

EK & Co 2003 Ltd are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Registered office
2 Crossways Business Centre
Bicester Road
Kingswood
Aylesbury
Bucks
HP18 0RA

Signed on behalf of the directors

R J Rexton

Director

Approved by the directors on 12/09/2013

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGETUR (UK) LIMITED

YEAR ENDED 28 FEBRUARY 2013

We have audited the financial statements of Agetur (UK) Limited for the year ended 28 February 2013 on pages 5 to 18 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 shareholders, as a body, in accordance with Sections 495 and 496 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR
As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS
An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by directors, and the overall presentation of the financial statements In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

AGETUR (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGETUR (UK) LIMITED *(continued)*

YEAR ENDED 28 FEBRUARY 2013

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 28 February 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

JD White

J D WHITE (Senior Statutory Auditor)
For and on behalf of
EK & CO 2003 LTD
Chartered Certified Accountants & Statutory Auditor

2 Crossways Business Centre
Bicester Road
Kingswood
Aylesbury
Bucks
HP18 0RA
12/9/13

AGETUR (UK) LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 28 FEBRUARY 2013

	Note	2013 £	2012 £
TURNOVER	2	20,813,799	21,720,674
Cost of sales		18,474,350	19,010,399
GROSS PROFIT		2,339,449	2,710,275
Administrative expenses		1,689,830	1,497,037
OPERATING PROFIT	3	649,619	1,213,238
Interest receivable	6	886	906
Interest payable and similar charges	7	(17,111)	(14,931)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		633,394	1,199,213
Tax on profit on ordinary activities	8	151,350	322,191
PROFIT FOR THE FINANCIAL YEAR		482,044	877,022

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 8 to 18 form part of these financial statements

AGETUR (UK) LIMITED

BALANCE SHEET

28 FEBRUARY 2013

	Note	2013 £	2013 £	2012 £	2012 £
FIXED ASSETS					
Intangible assets	10		68,527		78,317
Tangible assets	11		827,831		647,864
			896,358		726,181
CURRENT ASSETS					
Debtors	12	4,254,964		3,645,041	
Cash at bank and in hand		1,046,473		1,761,097	
		5,301,437		5,406,138	
CREDITORS Amounts falling due within one year	13	4,602,869		4,825,983	
NET CURRENT ASSETS			698,568		580,155
TOTAL ASSETS LESS CURRENT LIABILITIES			1,594,926		1,306,336
CREDITORS Amounts falling due after more than one year	14		238,113		140,167
PROVISIONS FOR LIABILITIES					
Deferred taxation	17		16,949		48,349
			1,339,864		1,117,820
CAPITAL AND RESERVES					
Called-up equity share capital	20		4,250		4,250
Share premium account	21		120,002		120,002
Other reserves	22		750		750
Profit and loss account	23		1,214,862		992,818
SHAREHOLDERS' FUNDS	24		1,339,864		1,117,820

These financial statements were approved by the directors and authorised for issue on 12/09/2013, and are signed on their behalf by

R J Rexton

R J Warby

Company Registration Number 03726044

The notes on pages 8 to 18 form part of these financial statements

AGETUR (UK) LIMITED

CASH FLOW STATEMENT

YEAR ENDED 28 FEBRUARY 2013

	Note	2013 £	2013 £	2012 £	2012 £
NET CASH INFLOW FROM OPERATING ACTIVITIES	25		173,057		1,605,228
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	25		(16,225)		(14,025)
TAXATION	25		(308,651)		(574,076)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	25		(457,905)		(204,943)
EQUITY DIVIDENDS PAID			(260,000)		(369,525)
CASH (OUTFLOW)/INFLOW BEFORE FINANCING			(869,724)		442,659
FINANCING	25		155,100		16,928
(DECREASE)/INCREASE IN CASH	25		(714,624)		459,587

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention

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

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax

Goodwill

This reflects the excess of the sum payable to a former shareholder and the nominal value of the shares issued over the value of the assets acquired

Goodwill is written off in equal annual instalments over its estimated useful life of 20 years

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Goodwill	-	5% Straight Line

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Leasehold Property	-	2% Straight Line
Plant and Machinery	-	25% Reducing Balance
Fixtures and Fittings	-	33% Reducing Balance
Motor Vehicles	-	25% Reducing Balance

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a straight line basis

Finance lease agreements

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies Future instalments under such leases, net of finance charges, are included within creditors Rentals payable are apportioned between the finance element, which is charged to the profit and loss account on a straight line basis, and the capital element which reduces the outstanding obligation for future instalments

1 **ACCOUNTING POLICIES** ***(continued)***

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

Pension costs

The company operates a defined contribution pension scheme for employees The assets of the scheme are held separately from those of the company The annual contributions payable are charged to the profit and loss account

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities Financial liabilities are presented as such in the balance sheet Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account Finance costs are calculated so as to produce a constant rate of return on the outstanding liability

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument Dividends and distributions relating to equity instruments are debited direct to equity

Investments

Fixed asset investments are stated at cost less provision for diminution in value Current asset investments are stated at the lower of cost and net realisable value

Long term contracts

Amounts recoverable on long term contracts, which are included in debtors, are stated at the net sales value of the work done after provision for contingencies and anticipated future losses on contracts, less amounts received as progress payments on account Excess progress payments are included in creditors as payments on account

2 TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company

An analysis of turnover is given below

	2013 £	2012 £
United Kingdom	20,813,799	21,720,674

3 OPERATING PROFIT

Operating profit is stated after charging

	2013 £	2012 £
Amortisation of intangible assets	9,790	9,790
Depreciation of owned fixed assets	110,766	115,574
Depreciation of assets held under hire purchase agreements	166,564	101,674
Loss on disposal of fixed assets	608	10,994
Auditor's remuneration		
- as auditor	14,000	14,000

4 PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to

	2013 No	2012 No
Number of production staff	104	111
Number of administrative staff	22	21
	126	132

The aggregate payroll costs of the above were

	2013 £	2012 £
Wages and salaries	4,929,071	4,900,003
Social security costs	372,120	389,133
Pensions paid	12,000	12,000
	5,313,191	5,301,136

5 DIRECTORS' REMUNERATION

The directors' aggregate remuneration in respect of qualifying services were

	2013	2012
	£	£
Aggregate remuneration	12,000	12,073
Value of company pension contributions to money purchase schemes	12,000	12,000
	24,000	24,073

The number of directors who accrued benefits under company pension schemes was as follows

	2013	2012
	No	No
Money purchase schemes	1	1

6 INTEREST RECEIVABLE

	2013	2012
	£	£
Bank interest receivable	886	906

7 INTEREST PAYABLE AND SIMILAR CHARGES

	2013	2012
	£	£
Finance charges	17,111	14,931

8 TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2013	2012
	£	£
Current tax		
In respect of the year		
UK Corporation tax based on the results for the year	182,750	330,169
Total current tax	182,750	330,169
Deferred tax		
Origination and reversal of timing differences (note 17)		
Capital allowances	(31,400)	(7,978)
Tax on profit on ordinary activities	151,350	322,191

8 TAXATION ON ORDINARY ACTIVITIES *(continued)*

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 24% (2012 - 26%)

	2013	2012
	£	£
Profit on ordinary activities before taxation	633,394	1,199,213
Profit on ordinary activities by rate of tax	152,015	311,795
Expenses not deductible for tax purposes	16,079	10,111
Capital allowances for period in excess of depreciation	13,372	6,119
Tax chargeable at lower rates	1,284	2,144
Total current tax (note 8(a))	182,750	330,169

9 DIVIDENDS

Equity dividends

	2013	2012
	£	£
Paid during the year		
Equity dividends on ordinary 'A' shares	60,000	178,000
Equity dividends on ordinary 'C' shares	200,000	191,525
	260,000	369,525

10 INTANGIBLE FIXED ASSETS

	Goodwill
	£
COST	
At 1 March 2012 and 28 February 2013	195,797
AMORTISATION	
At 1 March 2012	117,480
Charge for the year	9,790
At 28 February 2013	127,270
NET BOOK VALUE	
At 28 February 2013	68,527
At 29 February 2012	78,317

11 TANGIBLE FIXED ASSETS

	Leasehold Property £	Plant & Machinery £	Fixtures & Fittings £	Motor Vehicles £	Total £
COST					
At 1 March 2012	7,499	1,691,130	91,015	279,513	2,069,157
Additions	–	397,287	9,997	94,575	501,859
Disposals	–	(182,595)	–	(31,470)	(214,065)
At 28 February 2013	7,499	1,905,822	101,012	342,618	2,356,951
DEPRECIATION					
At 1 March 2012	1,625	1,192,013	71,546	156,109	1,421,293
Charge for the year	150	213,783	9,724	53,673	277,330
On disposals	–	(141,321)	–	(28,182)	(169,503)
At 28 February 2013	1,775	1,264,475	81,270	181,600	1,529,120
NET BOOK VALUE					
At 28 February 2013	5,724	641,347	19,742	161,018	827,831
At 29 February 2012	5,874	499,117	19,469	123,404	647,864

Hire purchase agreements

Included within the net book value of £827,831 is £498,716 (2012 - £305,022) relating to assets held under hire purchase agreements The depreciation charged to the financial statements in the year in respect of such assets amounted to £166,564 (2012 - £101,674)

12 DEBTORS

	2013 £	2012 £
Trade debtors	3,888,074	3,334,133
VAT recoverable	292,306	222,045
Other debtors	1,319	40,689
Directors current accounts	24,610	–
Prepayments and accrued income	48,655	48,174
	4,254,964	3,645,041

Included in trade debtors is an amount of £754,513 which is due after more than one year (2012 - £712,009)

13 **CREDITORS** Amounts falling due within one year

	2013	2012
	£	£
Trade creditors	2,623,249	2,835,170
Other creditors including taxation and social security		
Corporation tax	4,268	130,169
PAYE and social security	114,260	111,597
Hire purchase agreements	205,479	148,325
Other creditors	48,270	98,575
Directors current accounts	284,279	137,946
	3,279,805	3,461,782
Accruals and deferred income	1,323,064	1,364,201
	4,602,869	4,825,983

14 **CREDITORS:** Amounts falling due after more than one year

	2013	2012
	£	£
Other creditors		
Hire purchase agreements	238,113	140,167

15 **COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS**

Future commitments under hire purchase agreements are as follows

	2013	2012
	£	£
Amounts payable within 1 year	205,479	148,325
Amounts payable between 1 and 2 years	238,113	140,167
	443,592	288,492

16 **PENSIONS**

The company operates a defined contribution pension scheme The pension cost charge for the year represents contributions payable by the company to the fund and amounted to £12,000 (2012 £12,000) There was no outstanding liability at the balance sheet date

17 **DEFERRED TAXATION**

The movement in the deferred taxation provision during the year was

	2013	2012
	£	£
Provision brought forward	48,349	56,327
Profit and loss account movement arising during the year	(31,400)	(7,978)
Provision carried forward	16,949	48,349

17 DEFERRED TAXATION *(continued)*

The provision for deferred taxation consists of the tax effect of timing differences in respect of

	2013	2012
	£	£
Excess of taxation allowances over depreciation on fixed assets	16,949	48,349
	16,949	48,349

18 COMMITMENTS UNDER OPERATING LEASES

At 28 February 2013 the company had annual commitments under non-cancellable operating leases as set out below

	Land and buildings	
	2013	2012
	£	£
Operating leases which expire		
Within 1 year	-	35,600
Within 2 to 5 years	36,100	-
	36,100	35,600

19 RELATED PARTY TRANSACTIONS

During the year the company paid dividends to the directors totalling £260,000 (2012 £369,525)

Included in other creditors is an amount of £284,279 (2012 £135,932) due to the director, R J Rexton

Included in other debtors is an amount of £24,610 (2012 £2,014 due to director) due to the company from the director, R J Warby

During the year management charges totalling £409,775 (2012 £286,000) were provided to the company by Rexton Investments Limited, a company under the control of the director, R J Rexton At the year end there was no outstanding balance

The ultimate controlling party is R J Rexton, a director of the company, by virtue of his beneficial interest in the share capital of the company

20 SHARE CAPITAL

Allotted, called up and fully paid:

	2013		2012	
	No	£	No	£
3,000 Ordinary A shares of £1 each	3,000	3,000	3,000	3,000
1,250 Ordinary C shares of £1 each	1,250	1,250	1,250	1,250
	4,250	4,250	4,250	4,250

21 SHARE PREMIUM ACCOUNT

There was no movement on the share premium account during the financial year

22 OTHER RESERVES

	2013	2012
	£	£
Capital redemption reserve	750	750

23 PROFIT AND LOSS ACCOUNT

	2013	2012
	£	£
Balance brought forward	992,818	485,321
Profit for the financial year	482,044	877,022
Equity dividends	(260,000)	(369,525)
Balance carried forward	1,214,862	992,818

24 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013	2012
	£	£
Profit for the financial year	482,044	877,022
Equity dividends	(260,000)	(369,525)
Net addition to shareholders' funds	222,044	507,497
Opening shareholders' funds	1,117,820	610,323
Closing shareholders' funds	1,339,864	1,117,820

25 NOTES TO THE CASH FLOW STATEMENT

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2013	2012
	£	£
Operating profit	649,619	1,213,238
Amortisation	9,790	9,790
Depreciation	277,330	217,248
Loss on disposal of fixed assets	608	10,994
(Increase)/decrease in debtors	(609,923)	645,991
Decrease in creditors	(154,367)	(492,033)
Net cash inflow from operating activities	173,057	1,605,228

25 NOTES TO THE CASH FLOW STATEMENT *(continued)*

RETURNS ON INVESTMENTS AND SERVICING OF FINANCE

	2013 £	2012 £
Interest received	886	906
Interest element of hire purchase	(17,111)	(14,931)
Net cash outflow from returns on investments and servicing of finance	(16,225)	(14,025)

TAXATION

	2013 £	2012 £
Taxation	(308,651)	(574,076)

CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT

	2013 £	2012 £
Payments to acquire tangible fixed assets	(501,859)	(241,719)
Receipts from sale of fixed assets	43,954	36,776
Net cash outflow for capital expenditure and financial investment	(457,905)	(204,943)

FINANCING

	2013 £	2012 £
Net outflow from other short-term creditors	–	(685)
Capital element of hire purchase	155,100	17,613
Net cash inflow from financing	155,100	16,928

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2013 £	£	2012 £	£
(Decrease)/increase in cash in the period	(714,624)		459,587	
Net outflow from other short-term creditors	–		685	
Cash outflow in respect of hire purchase	(155,100)		(17,613)	
		(869,724)		442,659
Change in net funds		(869,724)		442,659
Net funds at 1 March 2012		1,472,605		1,029,946
Net funds at 28 February 2013		602,881		1,472,605

25 NOTES TO THE CASH FLOW STATEMENT *(continued)*

ANALYSIS OF CHANGES IN NET FUNDS

	At 1 Mar 2012 £	Cash flows £	At 28 Feb 2013 £
Net cash			
Cash in hand and at bank	1,761,097	(714,624)	1,046,473
Debt			
Hire purchase agreements	(288,492)	(155,100)	(443,592)
Net funds	1,472,605	(869,724)	602,881