ROBERT HEATH HEATING LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

WEDNESDAY



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COMPANY INFORMATION

Directors R B Heath
J S Heath

R Foster S Cocks F Corr M L Heath

K L Ellmore

(Appointed 27 January 2012)

J Heath

Secretary J S Heath

Company number 01773699

Registered office Heath House

264 Burlington Road

New Malden Surrey KT3 4NN

Auditors Ward Williams

Park House

25 - 27 Monument Hill

Weybridge Surrey KT13 8RT

Bankers National Westminster Bank plc

93 Central Road Worcester Park

Surrey KT4 8DZ

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report and financial statements for the year ended 31 December 2011

Principal activities and review of the business

The principal activity of the company continues to be that of installing, servicing and maintaining central heating installation systems

The 2011 financial year has transpired to be the most successful trading period in the Company's history with earnings before interest and tax in excess of £1m. The record trading profits were achieved in spite of a trading loss for the period of January stemming from adverse weather conditions, a key risk factor associated with the central heating industry. The remainder of the year saw RHH deliver consistent profits on a monthly basis resulting in a substantial increase in the annual net profit margin.

The continuing success of the business development team has seen the Company awarded multiple contracts throughout 2011, the most noteworthy being the Domestic and Commercial contracts for Hanover Housing Group

The business has also seen consolidation and growth in Devon, one of the Company's new regional hubs. The Devon regional office currently operates a team of over 20 directly-employed personnel and has full responsibility for the managing the Mid, North, East and West Devon contracts with a combined property count of over 10,000.

Consequently, at the year end the Company was responsible for circa 95,000 domestic properties an increase of 12% compared to the prior year

Excellent financial performance for the 12-month period ending 31st December 2011 combined with the Company's continuing efforts to exploit and explore new business opportunities means the Directors have forecast net profit growth for the forthcoming year

Key Performance Indicators

The Directors use and review both financial and non-financial key performance indicators to track the Company's success against its strategic business objectives

The 2 key financial indicators are

	2011	2010
Sales	£18,006,691	£14,426,733
Gross Profit	£6,885,722	£5,361,317

The 25% increase and 28% increase in sales and gross profit respectively shows the company is continuing to achieve success against the pre determined financial performance indicators

The Company's key non-financial indicators are

- First time job completion rates
- Gas safety compliancy rates
- Customer satisfaction rates

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

Results and dividends

The results for the year are set out on page 6

Directors

The following directors have held office since 1 January 2011

RB Heath

J S Heath

R Foster

S Cocks

F Corr

M L Heath

K L Ellmore

(Appointed 27 January 2012)

J Heath

Auditors

The auditors, Ward Williams, are deemed to be reappointed under section 487(2) of the Companies Act 2006

Statement of directors' responsibilities

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

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

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

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

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

Statement of disclosure to auditors

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

On behalf of the board

M L Heath

Director

27/06/12.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ROBERT HEATH HEATING LIMITED

We have audited the financial statements of Robert Heath Heating Limited for the year ended 31 December 2011 set out on pages 6 to 19. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 3, 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended.
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

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

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF ROBERT HEATH HEATING 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, 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

Word Williams

Richard Hayward (Senior Statutory Auditor) for and on behalf of Ward Williams

Chartered Accountants Statutory Auditor

28 June Zoiz

Park House 25 - 27 Monument Hill Weybridge Surrey KT13 8RT

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	Notes	2011 £	2010 £
Tumover	2	18,006,691	14,426,733
Cost of sales		(11,120,969)	(9,065,416)
Gross profit		6,885,722	5,361,317
Administrative expenses		(5,804,774)	(5,042,377)
Operating profit	3	1,080,948	318,940
Interest payable and similar charges	4	(11,019)	(14,726)
Profit on ordinary activities before taxation		1,069,929	304,214
Tax on profit on ordinary activities	5	(240,912)	(95,165)
Profit for the year	15	829,017	209,049

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

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

Note of historical cost profits and losses

	2011	2010
	£	£
Reported profit on ordinary activities before taxation	1,069,929	304,214
Difference between an historical cost depreciation charge and the actual depreciation charge of the year calculated on the revalued amount	9,543	9,543
Historical cost profit on ordinary activities before taxation	1,079,472 ————	313,757
Historical cost profit for the year retained after taxation,		
extraordinary items and dividends	665,251	94,429

BALANCE SHEET

AS AT 31 DECEMBER 2011

		20	011	2	010
	Notes	£	£	£	£
Fixed assets					
Tangible assets	7		1,495,191		1,520,854
Investments	8		87,798		40,850
			1,582,989		1,561,704
Current assets					
Stocks	9	186,897		104,528	
Debtors	10	3,959,961		3,142,753	
Cash at bank and in hand		291,705		473	
		4,438,563		3,247,754	
Creditors amounts falling due within					
one year	11	(3,632,221)		(2,997,708)	
Net current assets			806,342		250,046
Total assets less current liabilities			2,389,331		1,811,750
Creditors: amounts falling due after					
more than one year	12		(189,838)		(267,965)
			2,199,493		1,543,785
					===
Capital and reserves					
Called up share capital	14		1,000		1,000
Revaluation reserve	15		420,466		430,009
Profit and loss account	15		1,778,027		1,112,776
Shareholders' funds	16		2,199,493		1,543,785

Approved by the Board and authorised for issue on 27/06/12.

R B Heath

Company Registration No 01773699

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

	£	2011 £	£	2010 £
Net cash inflow from operating activities		782,088		291,153
Returns on investments and servicing of				
finance Interest paid	(11,019)		(14,726)	
Net cash outflow for returns on investments			•	
and servicing of finance		(11,019)		(14,726)
Taxation		(50,592)		(51,155)
Capital expenditure and financial investment				
Payments to acquire tangible assets	(13,974)		(7,561)	
Payments to acquire investments	(46,948)		(40,850)	
Net cash outflow for capital expenditure		(60,922)		(48,411)
Equity dividends paid		(173,309)		(124,163)
Net cash inflow before management of liquid				
resources and financing		486,246		52,698
Financing				
Repayment of long term bank loan	(78,127)		(81,368)	
Repayment of other short term loans	(1,284)		(11,329)	
Net cash outflow from financing		(79,411)		(92,697)
Increase/(decrease) in cash in the year		406,835		(39,999)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

1	Reconciliation of operating profit to net cash inflow from operating activities				2010
				£	£
	Operating profit			1,080,948	318,940
	Depreciation of tangible assets			39,637	39,686
	Increase in stocks			(82,369)	(38,686)
	Increase in debtors			(817,208)	(654,814)
	Increase in creditors within one year			561,080	626,027
	Net cash inflow from operating activities	3		782,088	291,153
2	Analysis of net debt	1 January 2011	Cash flow	Other non- cash changes	31 December 2011
		£	£	£	£
	Net cash	470	224 222		201 727
	Cash at bank and in hand	473	291,232	-	291,705
	Bank overdrafts	(813,200)	115,603		(697,597) ———
		(812,727)	406,835		(405,892)
	Bank deposits	-	-	•	-
	Debt				
	Debts falling due within one year	(79,720)	1,284	-	(78,436)
	Debts falling due after one year	(267,965)	78,127	-	(189,838)
		(347,685)	79,411		(268,274)
	Net debt	(1,160,412)	486,246	-	(674,166)
					=
3	Reconciliation of net cash flow to move	ment in net debt		2011	2010
				£	£
	Increase/(decrease) in cash in the year			406,835	(39,999)
	Cash outflow from decrease in debt			79,411	92,697
	Movement in net debt in the year			486,246	52,698
	Opening net debt			(1,160,412)	(1,213,110)
	Sporting flot dobt				
	Closing net debt			(674,166)	(1,160,412)
					-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2011

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings

The company meets its day to day working capital requirements through an invoice discounting facility which is repayable on demand. The nature of the company's business is such that there can be an element of inconsistency in the timing of cash inflows. The directors have prepared projected cash flow information for the period ending 12 months from the date of their approval of these financial statements. On the basis of this cash flow information and discussions with the company's bankers and financiers, the directors consider that the company will continue to operate within the facilities currently agreed and within that which they expect will be agreed on the normal renewal dates for those facilities. On this basis, the directors consider it appropriate to prepare the financial statements on the going concern basis.

1 2 Compliance with accounting standards

The accounts have been prepared in accordance with applicable accounting standards

13 Turnover

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

14 Tangible fixed assets and depreciation

Buildings Freehold Fifty years

Plant and machinery 15% Reducing balance Fixtures, fittings & equipment 15% Reducing balance

Motor vehicles 15% Reducing balance

No depreciation is provided in respect of freehold land

15 Leasing

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

16 Investments

Fixed asset investments are stated at cost less provision for diminution in value

1.7 Stock

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

1.8 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

1.9 Pensions

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

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

1 Accounting policies

(continued)

1.10 Deferred taxation

The accounting policy in respect of deferred tax is to reflect the requirements of FRS19. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes.

2 Turnover

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

3	Operating profit	2011 £	2010 £
	Operating profit is stated after charging	-	~
	Depreciation of tangible assets	39,637	39,686
	Operating lease rentals	·	·
	- Plant and machinery	480,915	392,563
	Auditors' remuneration (including expenses and benefits in kind)	9,500	9,250
4	Interest payable	2011 £	2010 £
	On bank loans and overdrafts	40	50
	On other loans wholly repayable within five years	6,827	8,748
	Other interest	4,152	5,928
		11,019	14,726

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

5	Taxation	2011 £	2010 £
	Domestic current year tax	_	~
	U K corporation tax	286,634	92,282
	Adjustment for prior years	(45,722)	2,883
	Total current tax	240,912	95,165
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	1,069,929	304,214
	Profit on ordinary activities before taxation multiplied by standard rate of		
	UK corporation tax of 26 50% (2010 - 28 00%)	283,531	85,180
	Effects of		
	Non deductible expenses	5,485	4,556
	Depreciation add back	10,504	11,112
	Capital allowances	(12,811)	(5,975)
	Tax losses utilised	-	(1,549)
	Adjustments to previous periods	(45,722)	2,883
	Other tax adjustments	(75)	(1,042)
		(42,619)	9,985
	Current tax charge for the year	240,912	95,165
6	Dividends	2011 £	2010 £
	Ordinary interim paid	173,309	124,163

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

7	Tangible fixed assets					
		Buildings Freehold	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
		£	£	£	£	£
	Cost or valuation					
	At 1 January 2011	1,500,000	19,592	138,416	2,499	1,660,507
	Additions			13,974		13,974
	At 31 December 2011	1,500,000	19,592	152,390	2,499	1,674,481
	Depreciation					
	At 1 January 2011	31,072	16,760	90,705	1,116	139,653
	Charge for the year	31,073	425	7,931	208	39,637
	At 31 December 2011	62,145	17,185	98,636	1,324	179,290
	Net book value					
	At 31 December 2011	1,437,855	2,407	53,754	1,175	1,495,191
	At 31 December 2010	1,468,928	2,832	47,711	1,383	1,520,854
					·	

The freehold property acquired at a cost of £1,228,759 was valued on 7th June 2010 by external valuers, Jonathan Berney commercial property surveyors, on an open market value existing use basis to the sum of £1,500,000. The last valuation was carried out on the 13th August 2007.

Comparable historical cost for the land and buildings included at valuation

	£
Cost At 1 January 2011 & at 31 December 2011	1,228,759
At 1 Salidary 2011 & at 31 December 2011	1,220,739
Depreciation based on cost	
At 1 January 2011	188,360
Charge for the year	21,717
At 31 December 2011	210,077
Net book value	
At 31 December 2011	1,018,682
At 31 December 2010	1,040,399

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

8	Fixed asset investments		
			Unlisted investments £
	Cost or valuation		~
	At 1 January 2011		40,850
	Additions		46,948
	At 31 December 2011		87,798
	Net book value		
	At 31 December 2011		87,798
	At 31 December 2010		40,850
9	Stocks Finished goods and goods for resale	2011 £ 186,897	2010 £ 104,528
10	Debtors	2011 £	2010 £
	Trade debtors	2,881,900	2,150,860
	Amounts recoverable on long term contracts	178,152	317,251
	Amounts owed by subsidiary undertakings	639,222	426,652
	Other debtors	28,077	50,509
	Prepayments and accrued income	232,610	197,481
		3,959,961	3,142,753

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

11	Creditors: amounts falling due within one year	2011	2010
		£	£
	Bank loans and overdrafts	776,033	892,920
	Trade creditors	1,422,077	1,309,829
	Corporation tax	282,602	92,282
	Other taxes and social security costs	757,642	588,225
	Other creditors	225,558	8,017
	Accruals and deferred income	168,309	106,435
		3,632,221	2,997,708
		··-	

The bank loan is secured by a first legal mortgage over freehold at 264 Burlington Road, New Malden, Surrey

The invoice discounting facility is secured by a debenture being a fixed charge over the fixed and current assets of the company together with a second mortgage over 264 Burlington Road, New Malden, Surrey and personal guarantees from the directors

Creditors: amounts falling due after more than one year	2011 £	2010 £
Bank loans	189,838	267,965 ======
Analysis of loans		
Wholly repayable within five years	268,274	347,685
	268,274	347,685
Included in current liabilities	(78,436)	(79,720)
	189,838	267,965
Loan maturity analysis		
In more than one year but not more than two years	82,879	81,046
In more than two years but not more than five years	106,959	186,919
	Bank loans Analysis of loans Wholly repayable within five years Included in current liabilities	Bank loans Analysis of loans Wholly repayable within five years 268,274 Included in current liabilities (78,436) 189,838 Loan maturity analysis In more than one year but not more than two years 82,879

The company has one loan outstanding at the year end, it is fully repayable by May 2015 and for which capital repayments commenced in September 2005. The interest rate charged is 2% above the bank's base rate.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

13	Pension and other post-retirement benefit commitments Defined contribution		
		2011 £	2010 £
	Contributions payable by the company for the year	40,950	37,682
14	Share capital	2011 £	2010 £
	Allotted, called up and fully paid	~	~
	1,000 Ordinary shares of £1 each	1,000	1,000
15	Statement of movements on reserves		
		Revaluation reserve	Profit and loss account
		£	£
	Balance at 1 January 2011 Profit for the year	430,009	1,112,776 829,017
	Transfer from revaluation reserve to profit and loss account Dividends paid	•	9,543 (173,309)
	Depreciation written back	(9,543)	
	Balance at 31 December 2011	420,466	1,778,027
16	Reconciliation of movements in shareholders' funds	2011	2010
		£	£
	Profit for the financial year	829,017	209,049
	Dividends	(173,309)	(124,163)
	Net addition to shareholders' funds	655,708	84,886
	Opening shareholders' funds	1,543,785	1,458,899
	Closing shareholders' funds	2,199,493	1,543,785

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

17 Contingent liabilities

The company is, from time to time, required to provide performance bonds in accordance with the terms of contract entered into in its normal course of business. The amount of these bonds as at 31 December 2011 were £120,000 (2010 £20,000). A bank terminable indemnity, secured under the same terms as the bank loan and overdraft, guarantees these performance bonds.

18 Financial commitments

At 31 December 2011 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2012

		Other	
		2011	2010
		£	£
	Operating leases which expire		
	Within one year	436,958	377,498
	Between two and five years	264,622	399,619
		701,580	777,117
19	Directors' remuneration	2011	2010
19	Directors remuneration	2011 £	
		£	£
	Remuneration for qualifying services	678,367	606,307
	Company pension contributions to defined contribution schemes	15,493	16,282
		693,860	622,589
	The number of directors for whom retirement benefits are accruing under det amounted to 7 (2010 - 7)	fined contributi	on schemes
	Remuneration disclosed above include the following amounts paid to the highest paid director		
	Remuneration for qualifying services	216,682	186,481
	Company pension contributions to defined contribution schemes	600	600
		=======	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

20 Employees

Number of employees

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

year was	2011 Number	2010 Number
Management and administration	80	76
Service and installation	153	113
	233	189
Employment costs	2011 £	2010 £
Wages and salaries	7,431,300	6,270,755
Social security costs	753,283	634,512
Other pension costs	40,950	37,682
	8,225,533	6,942,949

21 Control

The ultimate parent company is Robert Heath Group Limited, a company registered in England and Wales

The consolidated financial statements of Robert Heath Group Limited can be obtained from Heath House, 264 Burlington Road, New Malden, Surrey, KT3 4NN

The ultimate controlling party is R B Heath, a director of all group companies

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

22 Related party relationships and transactions

Loans to directors

Transactions in relation to loans with directors during the year are outlined in the table below

Description	% Rate	Opening Balance £	Amounts Advanced £	Interest Charged £	Amounts Repaid £	Closing Balance £
Loan 1	-	40,000	<u>-</u>	-	(20,000)	20,000
		40,000	<u> </u>	<u> </u>	(20,000)	20,000

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company

The company sponsors Team Heath a Limited company under the control of James Heath, son of Robert Heath James Heath is a professional golfer and the company sponsor him in this capacity. During the year sponsorship amounted to £18,050 (2010 £22,075)

Within cost of sales are goods and subcontracted labour made available to directors totalling £96,488 (2010 £42,652), Robert Heath £nil (2010 £3,896), Michael Heath £53,370 (2010 £38,756) and Jennifer Heath £43,118 (2010 £nil) these are included as Directors' remuneration in note 20