

# GOODWIN PLC

IVY HOUSE FOUNDRY, HANLEY, STOKE-ON-TRENT



*130th Anniversary*  
*1883 - 2013*

DIRECTORS REPORT AND ACCOUNTS

30<sup>th</sup> APRIL 2013

# GOODWIN PLC

www.goodwin.co.uk

Registered in England and Wales, Number 305907  
Established 1883

*Directors:*

J. W. Goodwin (*Chairman*)  
R. S. Goodwin (*Managing Director*)  
J. Connolly  
M. S. Goodwin  
A. J. Baylay  
S. R. Goodwin  
S. C. Birks  
B. R. E. Goodwin

*Secretary and registered office:*

Mrs. P. Ashley, B.A., A.C.I.S.  
Ivy House Foundry, Hanley,  
Stoke-on-Trent, ST1 3NR

*Registrar and share transfer office:*

Computershare Investor Services PLC,  
P.O. Box No. 82,  
Bristol, BS99 7NH

*Auditors:*

KPMG Audit Plc,  
One Snowhill, Snowhill Queensway, Birmingham, B4 6GH

NOTICE IS HEREBY GIVEN that the SEVENTY EIGHTH ANNUAL GENERAL MEETING of the company will be held at 10.30 am on Wednesday, 9th October, 2013 at Crewe Hall, Weston Road, Crewe, Cheshire CW1 6UZ, for the purpose of considering and, if thought fit, passing the following resolutions which are proposed as ordinary resolutions.

1. To receive the report of the Directors and the audited financial statements for the year ended 30th April, 2013.
2. To approve the payment of the proposed ordinary and extraordinary dividends on the ordinary shares.
3. To re-elect Mr. J. Connolly as a Director.
4. To re-elect Mr. S. C. Birks as a Director.
5. To re-elect Mr. B. R. E. Goodwin as a Director.
6. To approve the Company's Remuneration Policy as stated on pages 8 and 9 of the report of the Directors.
7. To approve the Directors' Remuneration Report for the year ended 30th April, 2013 as stated on pages 10 to 12 of the report of the Directors.
8. To appoint KPMG LLP as auditor and to authorise the Directors to determine their remuneration.

By Order of the Board

Registered Office:  
Ivy House Foundry,  
Hanley, Stoke-on-Trent.  
26th July, 2013

P. ASHLEY  
*Secretary*

NOTES TO NOTICE OF ANNUAL GENERAL MEETING:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post, by scanned copy sent to [proxies@goodwingroup.com](mailto:proxies@goodwingroup.com) or (during normal business hours only) by hand at Ivy House Foundry, Hanley, Stoke-on-Trent, ST1 3NR no later than 10.30am on 7th October, 2013.
3. The return of a completed proxy form or other such instrument will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 10.30am on 7th October, 2013 (or, in the event of any adjournment, 10.30am on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at 25th July, 2013 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 7,200,000 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 25th July, 2013 are 7,200,000.
8. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.
10. None of the Directors have service contracts with the Company.
11. If approved by shareholders the ordinary and extraordinary dividends will be paid to shareholders on 11th October, 2013.

# GOODWIN PLC

## CHAIRMAN'S STATEMENT

I am pleased to report that the pre-tax profit for the Group for the twelve month period ending 30th April, 2013 was £20.3 million (2012: £12.3 million), an increase of 65.0% on a revenue of £127.0 million (2012: £107.9 million) which is up 17.7% on the figures reported for the same period last financial year. The Directors propose an ordinary dividend of 35.29p (2012: 32.082p) and also an extraordinary dividend of 50% of the ordinary dividend of 17.645p (2012: Nil).

The gross profit earned of £40.6 million was higher by 31.8% than for the previous financial year. This improvement in gross profit and net pre-tax profit earned stems from the efficiency resulting from vertical integration between Group companies, their very dynamic performance in meeting customer needs as well as economic designs and excellent manufacturing efficiencies. This comment relates especially to our UK valve company, Goodwin International, within our mechanical engineering segment. The refractories engineering segment businesses were still suffering from lack of confidence in the global economy, especially in the last three months of the calendar year 2012, where our seven companies supplying the jewellery manufacturing business saw a down turn. As we started the new financial year our global jewellery powder sales have finally recovered to the pre-recession 2008 figures.

The Group order work load as at 30th April, 2013 has increased by 16% (2012: 22%) as compared to the same time last financial year and stood at £89.2 million which represents about six months work for most of the Group companies. The Group, whilst being diverse, still focuses much attention on the worldwide energy industries be they oil, gas and LNG or high efficiency gas and coal fired power generation. Both these two sectors by definition have a long term future as the world population continues to grow and attain higher living standards especially in the Pacific Basin. Also, the more mature markets are striving to increase the efficiency of their power generation capacity and reduce their CO<sub>2</sub> output into the atmosphere as well as replace ageing facilities.

The decision to only increase the ordinary dividend by 10% to £2.54 million but grant an extraordinary 50% bonus dividend is designed to reward shareholders for their loyalty but similarly not to commit the Company to a base dividend that it would maybe have difficulty in maintaining in coming years. The past financial year was an exceptional year but with the Group order book 16% higher as at 30th April, 2013 and with the petrochemical industry remaining buoyant, along with significant orders being won by two companies which were short of orders, (Goodwin Steel Castings £7.6 million and Easat Antennas £3.9 million), it may allow the Group to perform similarly well next year also.

The Group was successful in the three grant applications mentioned in the half year statement. Capital investment on a building programme of additional larger factory units adjacent to our foundry and machine shop sites and an expanded apprentice training programme in the UK has now been embarked upon with total expenditure over four years of some £19 million supported by money from the UK Government of about £5.7 million. The first grant is to provide high integrity Inconel 625 castings for a 25 MW one tenth scale prototype gas turbine for an electricity generating plant that will have the planned highest efficiency in the world with 100% CO<sub>2</sub> capture. The second grant is to assist with the training of the first 75 of 125 apprentices over the next four years to help support the Group's targeted growth plans. The third grant is for the development of a 7.09 acre site adjacent to our foundry site to allow for expansion of activity in the coming years as we had become land locked on our 130 year old site. We purchased the 7.09 acres of land during the last financial year. Also within this third grant is money towards expanding the Goodwin International machine shop and the development of a new range of valves.

The Group considers Research and Development as key to securing long term growth. Including R&D capital projects, the Group spent £2.6 million on R&D in the current year on various projects to reduce manufacturing cost or develop new products where we consider there to be significant market potential over the next ten or more years. This equated to 12.8% of pre-tax profits for the year ended 30th April, 2013 (2012: 7.5%), which is significantly higher than our historical norms due in the main to our R&D expenditure on products associated with higher efficiency electricity generation allied to CO<sub>2</sub> emissions capture. Our R&D spend in future years is expected to revert back to more sustainable levels once this project has been completed.

In response to several requests, we have taken the opportunity to update the Information for Investors section of our website with a presentation 'Embracing Technology and Globalising Sales', which gives further information on the Group's activities – [www.goodwin.co.uk/2013](http://www.goodwin.co.uk/2013).

We are once again grateful to our UK and overseas employees for their hard work in improving the performance of the Group.

26th July, 2013

J. W. Goodwin  
Chairman

# GOODWIN PLC

## REPORT OF THE DIRECTORS

The Directors have pleasure in presenting their report and audited financial statements for the year ended 30th April, 2013.

### Business review

The principal activity of the Group is mechanical and refractory engineering. The consolidated results for the year may be summarised as follows:

	<b>2013</b>	<b>2012</b>
	<b>£'000</b>	<b>£'000</b>
Revenue ... ..	<b>126,964</b>	<u>107,911</u>
Profit before taxation ... ..	<b>20,296</b>	<u>12,273</u>
Tax on profit ... ..	<b>(4,609)</b>	<u>(2,938)</u>
Profit after taxation ... ..	<b>15,687</b>	<u>9,335</u>

Comments on the results for the year, including business review, are given in the Chairman's statement.

### Proposed dividends

The Directors recommend that an ordinary dividend of 35.290p per share (2012: 32.082p) and an extraordinary dividend of 17.645p (2012: Nil) be paid to shareholders on the register at the close of business on 13th September, 2013. If approved by shareholders, the ordinary and extraordinary dividends will be paid to share-holders on 11th October, 2013.

### Freehold land and buildings

The Directors consider that the market value of the Group's freehold land and buildings is in excess of the values disclosed in the Group balance sheet.

### Directors

The Directors of the Company who have served during the year are set out below.

J. W. Goodwin  
 R. S. Goodwin  
 J. Connolly  
 F. A. Gaffney (retired 28th March, 2013)  
 M. S. Goodwin  
 A. J. Baylay  
 S. R. Goodwin  
 S. C. Birks (appointed 14th November, 2012)  
 B. R. E. Goodwin (appointed 14th November, 2012)

Francis Gaffney retired on 28th March after 21 years of loyal service to the Goodwin Group and we thank him for his significant contribution to the Group's growth over that period.

The interests of the Directors in the share capital of the Company at the beginning and end of the financial year were as follows:

	Number of 10p ordinary shares	
	<b>30th April, 2013</b>	30th April, 2012
	<i>or date of retirement*</i>	<i>or date of appointment*</i>
<i>Beneficial</i>		
J. W. Goodwin ... ..	<b>67,369</b>	65,939
R. S. Goodwin ... ..	<b>33,338</b>	72,388
J. W. Goodwin and R. S. Goodwin ... ..	<b>2,040,631</b>	2,040,631
J. W. Goodwin and R. S. Goodwin ... ..	<b>1,254,372</b>	1,231,612
J. Connolly ... ..	<b>722</b>	722
F. A. Gaffney ... ..	<b>7,131*</b>	7,131
M. S. Goodwin ... ..	<b>99,738</b>	140,678
S. R. Goodwin ... ..	<b>108,881</b>	168,021
A. J. Baylay ... ..	<b>1,200</b>	1,200
B. R. E. Goodwin ... ..	<b>51,491</b>	87,491*
<i>Non beneficial</i>		
J. W. Goodwin and E. M. Goodwin ... ..	<b>14,166</b>	14,166

There have been no changes in the directors' interests between 30th April, 2013 and 26th July, 2013.

The Directors retiring in accordance with the Articles are Mr. J. Connolly, Mr S. C. Birks and Mr. B.R.E. Goodwin who, being eligible, offer themselves for re-election.

No Director has a service agreement with the Company, nor any beneficial interest in the share capital of any subsidiary undertaking.

The Company does not have any share option schemes for employees or Directors.

## **Shareholdings**

The Company has been notified that as at 24th July, 2013, the following had an interest in 3% or more of the issued share capital of the Company:

J. W. and R. S. Goodwin 2,040,631 shares (28.34%), J. W. and R. S. Goodwin 1,254,372 shares (17.42%). These shares are registered in the names of J. M Securities Limited and J. M. Securities (No. 3) Limited respectively. J. H. Ridley 509,287 shares (7.07%), Rulegale Nominees (JAMSCLT) 376,044 shares (5.22%).

## **Share capital**

The Company's issued share capital comprises a single class of share capital which is divided into ordinary shares of 10p each. Information concerning the issued share capital in the Company is set out in note 19 to the financial statements on page 35.

All of the Company's shares are ranked equally and the rights and obligations attaching to the Company's shares are set out in the Company's Articles of Association, copies of which can be obtained from Companies House in England and Wales or by writing to the Company Secretary.

There are no restrictions on the voting rights of shares and there are no restrictions in their transfer other than:

- Certain restrictions as may from time to time be imposed by laws and regulations (for example insider trading laws); and
- Pursuant to the Model Code whereby Directors of the Company require approval to deal in the Company's shares.

Additionally, the Company is not aware of any agreements between shareholders of the Company that may result in restrictions on the transfer of ordinary shares or voting rights.

The Directors have not been given the authority to issue or buy back the shares of the Company.

## **Research and Development**

The Group continues to invest in Research and Development activities. Within the mechanical engineering division, there has been increased R&D spend during the year on products associated with higher efficiency electricity generation allied to CO<sub>2</sub> emissions capture. In the refractories engineering division, investment continues to be made in vermiculite dispersions, high performance recipes, silicon rubber, moulding powder and wax products.

## **Carbon Reduction Commitment**

The Group, excluding companies exempt through a Climate Change Agreement, has declared its CRC statistics to March 2013 which show a 4.6% increase in CO<sub>2</sub> year on year but a 14% improvement (decrease) in the tonnes of CO<sub>2</sub> per million pounds sales turnover. Goodwin Steel Castings has a Climate Change Agreement, the requirements of which it satisfies and under which it claims the allowable Climate Change Levy relief. All projects are assessed for energy efficiency and two wind turbines are currently under consideration, which would not have any capital requirements from the Group, but would reduce energy costs.

The Chairman is responsible for collation and monitoring under the CRC and the Group's engineers together with the business unit General Managers are tasked with saving energy.

To put a true and balanced perspective on the Group's CO<sub>2</sub> impact on the environment, consideration should be given to the benefits of the very much reduced CO<sub>2</sub> emission levels of the modern turbines and power generation equipment into which our manufactured products are incorporated. This would show the annual savings in CO<sub>2</sub> many times outweigh the environmental burden imposed at the manufacturing stage.

## **Risks and Uncertainties**

The Group's operations expose it to a variety of risks and uncertainties, including:

**Market risk:** The Group provides a range of products and services, and there is a risk that the demand for these services will vary from time to time because of competitor action or economic cycles. As shown in Note 2 to the financial statements, the Group operates across a range of geographical regions, and its turnover is split across the UK, Europe, U.S.A., the Pacific Basin and the rest of the world. This spread reduces risk in any one territory. Similarly, the Group operates in both mechanical engineering and refractory engineering sectors, mitigating the risk of a downturn in any one product area. The potential risk of the loss of any key customer is limited as, typically, no single customer accounts for more than 10% of turnover.

**Technical risk:** The Group develops and launches new products as part of its strategy to enhance the long-term value of the Group. Such development projects carry business risks, including reputational risk, abortive expenditure and potential customer claims which may have a material impact on the Group. The potential risk here is seen as small given the Group is developing products in areas in which it is knowledgeable and new products are extensively tested prior to their release into the market.

**Health and safety:** The Group's operations involve the typical health and safety hazards inherent in manufacturing and business operations. The Group is subject to numerous laws and regulations relating to health and safety around the world. Hazards are managed by carrying out risk assessments and introducing appropriate controls.

**Acquisitions:** The Group's growth plan over recent years has included a number of acquisitions. There is the risk that these, or future acquisitions, fail to provide the planned value. This risk is mitigated through extensive financial and technical due diligence during the acquisition process and the Group's knowledge of the markets they operate in.

**Financial risk:** The principal financial risks faced by the Group are changes in market prices (interest rates, foreign exchange rates and commodity prices), credit risks and liquidity. The Group has in place risk management policies that seek to limit the adverse effects on the financial performance of the Group by using various instruments and techniques, including credit insurance, stage payments, forward foreign exchange contracts and interest rate swaps. Further information on the financial risk management objectives and policies is set out in Note 20 to the financial statements on page 35.

This report contains forward-looking statements and information based on current expectations, and assumptions and forecasts made by the Group. These expectations and assumptions are subject to various known and unknown risks, uncertainties and other factors, which could lead to substantial differences between the actual future results, financial performance and the estimates and historical results given in this report. Many of these factors are outside the Group's control. The Group accepts no liability to publicly revise or update these forward-looking statements or adjust them to future events or developments, whether as a result of new information, future events or otherwise, except to the extent legally required.



## **Donations**

The Company made no political contributions during the year.

Donations by the Group for charitable purposes amounted to £88,250 (2012: £57,562).

## **Employee consultation**

The Group takes seriously its responsibilities to employees and, as a policy, provides employees systematically with information on matters of concern to them. It is also the policy of the Group to consult where appropriate, on an annual basis, with employees or their representatives so that their views may be taken into account in making decisions likely to affect their interests.

## **Employment of disabled persons**

The policy of the Group is to offer the same opportunity to disabled people, and those who become disabled, as to all others in respect of recruitment and career advancement, provided their disability does not prevent them from carrying out the duties required of them.

## **Creditor payment policy**

The Company has not adopted any formal code or standards on supplier payment practice. The Company's policy is to settle payments having negotiated and advised terms and conditions with suppliers on a contract by contract basis. The Company has no trade creditors at 30th April, 2013 (2012: Nil).

## **Disclosure of information to auditors**

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 auditors are unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

## **Change in control**

The Group's committed loan facilities include a change of control clause, which states that a change of control of the parent Company will be classed as an event of default and would enable the providers at their discretion to withdraw the facilities.

## **Corporate governance**

### *Introduction*

The Board has always felt that it should be recognised that what may be appropriate for the larger company may not necessarily be so for the smaller company, a point raised previously in the Cadbury Code of Best Practice. The Board continues to be conscious of its non-compliance with certain aspects of the revised Code, as detailed below, but does not believe that at this stage in the Group's development and circumstances it is appropriate to change its own operational or governance structure just to gain compliance. As before, where it does not comply, the Board is happy to provide its explanations for not doing so on the basis that it believes that such non-compliance is more appropriate to the shareholders' and other stakeholders' long term interests.

### *Compliance statement*

The Board considers that the Annual Report and the Financial Statements, taken as a whole, are fair, balanced and understandable and that they provide the information considered appropriate for shareholders to assess the Group's performance, business model and strategy.

The Company is required to report on compliance with the detailed requirements of the UK Corporate Governance Code (formerly the Combined Code) throughout the year. In relation to all of the provisions except those mentioned here the Company complied throughout the period. Further details on all areas are given below.

The Group does not comply with aspects of the Code's requirements paragraphs A4, B1, B2, C3 and D2 in terms of non-executive directors and the requirement for an Audit Committee, Remuneration Committee, Nominations Committee and Senior Independent Director.

As we have disclosed each year in the section "Board Committees" (see below), the Board has fulfilled these roles. To further the Group's commitment to maintaining a strong corporate governance, and acknowledging certain aspects of the revised UK Corporate Governance Code coming into effect later this year, the Board is intending to appoint an independent body which will have competence in accounting and/or auditing to monitor and review the functions set out in DTR 7.1.3R. The Board considers that this independent function is best carried out by a body with international resource, international knowledge and presence and it has taken steps to appoint an international firm of accountants so that the monitoring and review will be carried out by those skilled in business continuity and due process. Any recommendations would then be considered by the Board and put into practice, if considered appropriate, using resources unconnected to this independent review body.

The roles of the Chairman in running the Board and the Managing Director in running the Group's businesses are well understood. It is not considered necessary to have written job descriptions. This is contrary to paragraph A2.1. The Chairman and Managing Director do not retire by rotation, which is contrary to paragraph B7 of the Code.

There is no formal schedule of matters reserved for the Board, which is contrary to paragraph A1.1.

### *The Board*

The Board, which comprised eight Directors as at 30th April, 2013, meets formally by itself and with Directors of subsidiaries on a regular basis. In view of the Group's present size and proven track record, non-executive directors are not thought to be appropriate, due to the cost likely to be involved and the lack of opportunity for adding significant value to the business. The Chairman and Managing Director do not retire by rotation. With this exception, all Directors retire at the first AGM after their initial appointment and then by rotation at least every three years.

During the year, the Board met formally sixteen times. Details of attendees at these meetings are set out below:

J. W. Goodwin	...	...	...	15 out of 16 attended
R. S. Goodwin	...	...	...	16 out of 16 attended
J. Connolly	...	...	...	16 out of 16 attended
F. A. Gaffney	...	...	...	12 out of 14 attended
M. S. Goodwin	...	...	...	16 out of 16 attended
A. J. Baylay	...	...	...	15 out of 16 attended
S. R. Goodwin	...	...	...	16 out of 16 attended
S. C. Birks	...	...	...	8 out of 8 attended
B. R. Goodwin	...	...	...	8 out of 8 attended

Regular informal meetings are also held to enable all members of the Board to discuss relevant issues with local management and staff at the business units.

The Board retains full responsibility for the direction and control of the Group and, whilst there is no formal schedule of matters reserved for the Board, all acquisitions and disposals of assets, investments and material capital-related projects are, as a matter of course, specifically reserved for Board decision.

### *Board evaluation*

The Chairman and Managing Director address the development and training needs of the Board as a whole. An evaluation of the effectiveness and performance of the Board and the Directors of subsidiaries has been carried out by the Chairman and Managing Director, by way of personal discussions and individual performance evaluation against financial targets.

All Directors have reasonable access to the Company Secretary and to independent professional advice at the Company's expense.

### *Board Committees*

The Board has not operated a separate Audit Committee, Remuneration Committee or Nomination Committee during the year due to its size and composition. However, the Board as a whole has fulfilled many of the roles specified in the revised UK Corporate Governance Code (formerly the Combined Code) for these sub-committees including:

- review of the interim and annual financial statements and associated announcements;
- making recommendations in relation to the re-appointment, remuneration and terms of engagement of the external auditors;
- reviewing the external auditors' work plan, audit process, independence and objectivity;
- reviewing the scope of work for the internal audit function;
- reviewing the "whistle-blowing" procedures.

### *Internal control*

The Board has overall responsibility for the Group's system of internal control (including operational, financial, compliance and risk management controls), which is designed to manage rather than eliminate risk and provides only reasonable reassurance against material misstatement or loss. Except as noted in this Corporate Governance report, the Board confirms that the system of internal control accords with the UK Corporate Governance Code (formerly the Combined Code).

The Board meets with an agenda to discuss corporate strategy, to formulate and monitor the progress of business plans for all subsidiaries and to identify, evaluate and manage the business risks faced. The management philosophy of the Group is to operate its subsidiaries on an autonomous basis, subject to overall supervision and evaluation by the Board, with formally defined areas of responsibility and delegation of authority. The Group has formal lines of reporting in place with subsidiary management meeting with the Directors on a regular basis.

The Board considers that the close involvement of the Company's Directors in all areas of the day-to-day operations of the Group's business represents the most effective ongoing control over its financial and business risks. In particular, authority is limited to the Company Directors in key risk areas such as treasury management, capital expenditure and other investment decisions. The Directors annually review the effectiveness of the internal financial control system including considering reports from management; discussions with senior personnel throughout the Group; and consideration by the Board of any reports from the external auditor. These procedures have been in place throughout the year and up to the date of this report and accord with the FRC 'Internal Control: Guidance for Directors on the UK Corporate Governance Code' (formerly the Combined Code).

Given the close involvement of the Company's Directors in the operation of the business, the Board does not currently consider that a formal review of non-financial controls would provide any additional benefit in their review of the effectiveness of the Group's internal controls. The Group has an internal audit function. The Group's Directors and senior management will continue to have close involvement on a day-to-day operational basis and the scope and results of internal audit work to be performed will be kept under review in the coming year.

### *Directors' Remuneration*

The remuneration of the Directors is considered by the Board so that no Director determines his own salary.

Details of each element of the Directors' remuneration are given in the Directors' Remuneration Report on pages 10 to 12.

The new listing rules on executive remuneration, (which are noted and come into force on 1st October, 2013) require that the remuneration policy be put to the vote at the Annual General Meeting held in the first financial year after the new regime. Whilst we are not obliged to comply with these rules until 2014, as our Annual General Meeting is being held within a few days of implementation of the rules we have endeavoured as far as we consider appropriate to adopt the new reporting requirements and add an additional vote at the Annual General Meeting this year on the stated policy.



*Company statement on Remuneration Policy*

Whilst being aware of the new requirements to show in graph form the breakdown of base pay, bonus pay, pension and long term benefits, the Company is unable to comply with this requirement as Directors are not paid in accordance with any specific performance or KPIs. Directors are paid based on their level of activity within the Group, their knowledge and experience of the Company's activities or similar, the performance of the Group versus market opportunity whilst also considering the Director's personal circumstances and the salary needed to ensure continuity of employment. This in itself may result in decreases or increases in Directors' salaries within any year as illustrated in the matrix below.

<b>Element of Pay</b>	<b>Purpose and Link to Strategy</b>	<b>Operation</b>	<b>Maximum</b>	<b>Performance Targets</b>	<b>Changes for 2012/2013</b>
Salary	Reflects the Directors level of activity within the Group, their knowledge and experience of the Company's activities or similar, the performance of the Group versus market opportunity, whilst also considering the salary needed to ensure continuity of employment.	Reviewed annually at the anniversary of the previous salary adjustment for the individual Director.	Generally in line with inflation and the wage/salary increase awarded to employees, but this is not rigid.	The Group's performance, good or bad, may result in the salary being flexed.	The Managing Director sets the base increase in salaries. For the period May 2012 to April 2013 the increase was 3.5%.
Bonus	No bonus strategy or incentive is agreed or contractual with any Director. Should any be awarded, it is discretionary and generally between 0% and 25% as determined by the Managing Director and audited by the Chairman.	Following review of the half year and year end results of the Company.	50% of salary.	N/A	An exceptional bonus of not more than 13.5% of gross annual salary was paid out this year for the first time ever following a 65% increase in Group pre-tax profits. See details of the Directors' emoluments on Page 12.
Long Term Incentive Plan	There are no share option schemes or short or long term incentive schemes for Directors.	N/A	N/A	N/A	N/A
Pension	All Directors will have 3% added to their gross remuneration which, by nature of salary sacrifice will be put into a pension scheme where they will have direct dealings with the selected investment fund provider.	Monthly payments.	Currently 3% of gross remuneration.	N/A	This policy will be adopted prior to October 2013 as it will be for the entire workforce.
Other benefits	Fully expensed car or cash alternative, health insurance or other services.	-	-	-	See details of the Directors' emoluments on Page 12.
Share Ownership Guidelines	N/A as no scheme exists.	N/A	N/A	N/A	N/A

As will be seen below, the long term ongoing Total Shareholder Return on investment (TSR) is more than acceptable, whether it be over five years, ten years or twenty years, but this has been achieved by the Directors and the Company taking long term policy decisions that at the time did not necessarily produce what a short term trader would have wanted in terms of annual profit and dividend. It is for this reason that Goodwin PLC has no desire to put excessive annual bonuses as a prime motivator to its Directors as this so often leads to undiscerning decisions being made that detrimentally affect the long term wealth of a company.

In any company there are specific individual circumstances that on occasions will merit special treatment in a given year for a Director either to keep or look after the person, indeed no different than we may do for an employee. In the matrix of remuneration for Directors you will note the Company has given itself flexibility to deal with specific circumstances which may not even be able to be made public for confidentiality reasons, of which there are many. However, bearing in mind the performance of the Company over the past twenty years and more and that the Directors' salaries that are anything but excessive versus the norm of other PLCs, this is the Board's policy.

The Company has found over the years that this method of managing remuneration, which is principally monitored by the Managing Director and audited by the Chairman, has produced a team of cohesive Directors who have achieved results that surpass the average PLC performance, be it of the FTSE 100 or the FTSE 350, by a humungous margin.

The unacceptable results over the past five years of many supposedly Blue Chip companies run with independent boards with very much incentivised executive directors is something that the Board of Goodwin PLC has no intention of emulating and, as such, whilst Goodwin PLC will try to adopt the Listing Rules in form of presentation, there will be significant areas of omission in the disclosure of remuneration details for the reasons stated above.

For reference the Total Shareholder Return (TSR) of Goodwin PLC versus the FTSE 100 and the FTSE 350 is shown below for not only the last five but also the last ten years and the last twenty years.

				<b>Goodwin</b>	<b>FTSE 100</b>	<b>FTSE 350</b>
TSR for last 5 Years	...	...	...	119%	27%	31%
TSR for last 10 Years	...	...	...	2,288%	135%	153%
TSR for last 20 Years	...	...	...	18,261%	356%	386%

As is required by the new Listing Rules, we list out and show in graph form both the increase in salary of the Managing Director of Goodwin PLC and the TSR over the past 10 years. We, however, do not list out the salary of the Financial Director of Goodwin PLC versus the TSR as in Goodwin we have a Group Chief Accountant (John Connolly) who carries out 75% of the duties of a Financial Director and who is also a Director of Goodwin PLC but we do not have what would generally be known as a Financial Director. This is for the reason that certain decisions that outsiders might consider are the sole responsibility of the Financial Director are not. In Goodwin it is a team effort and such decisions are made not only by the Group Chief Accountant but also by the Managing Director and the Chairman.

We confirm that the company will be putting the Remuneration Policy to the vote at the Annual General Meeting this year, next year and every three years thereafter as is required by the new Listing Rules.

For confidentiality and flexibility reasons the Board policy is not to disclose exit/termination payments to Directors but the policy is to remain within the law, to fairly compensate good leavers and minimise payments to bad leavers. In the last ten years the Company has managed to avoid paying any termination payments to bad leavers. It is, however, Board policy to limit termination payments to 100% of gross annual salary and should such amount be exceeded then it will be reported in the annual accounts giving the reason why.

It is confirmed that there are and will be no equity sharing or long term incentive plans that will diminish shareholder value unless voted upon at an Annual General Meeting. The Company takes seriously its responsibility for ensuring a fair deal between employees, shareholders, customers and the local community and maintaining an appropriate balance.

The Company does not use or pay any external advisors or consultants for remuneration or incentive policy. Shareholder engagement is by nature of the annual report, the Annual General Meeting and the votes therein.

#### *External audit*

The external auditor is appointed annually at the Annual General Meeting. The Board considers the re-appointment of the auditor, and assesses on an annual basis the qualification, expertise, cost, independence and objectivity of the external auditor. In addition, the Board regularly monitors the level of non-audit services provided to the Group by the external auditor to ensure that their independence is not compromised.

The Board is aware that there are changes to the UK Corporate Governance Code with regard to putting the external audit contract out to tender at least every ten years, and that KPMG have been the Company's auditors for more than ten years. The Board has concluded that as the lead partner is rotating following completion of these accounts, then in accordance with the transitional guidance issued by the FRC, the audit will be put out to tender by 2018.

#### *Shareholder relations*

All shareholders are encouraged to participate in the Company's Annual General Meeting.

The Board complies with the recommendations of the UK Corporate Governance Code (formerly the Combined Code) that the notice of the Annual General Meeting and related papers should be sent to shareholders at least twenty working days before the meeting.

The Directors attend the Annual General Meeting. The Chairman will be available to answer questions at the forthcoming Annual General Meeting. In addition, proxy votes will be counted and the results announced after any vote on a show of hands.

The Chairman ensures that the views of shareholders are communicated to the Board as a whole, ensuring that Directors develop an understanding of the view of shareholders.

#### *Going concern*

With the current level of order input, the opportunity for continued profitability remains good for the next twelve months. The impact of working capital requirements on our banking facilities given the expected level of activity and capital spend commitments will require close management. After reviewing the situation, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and have continued to adopt the going concern basis in preparing the financial statements.

#### **Auditors**

Due to an internal reorganisation, the Company's auditor, KPMG Audit Plc, has decided to wind down its audit business and transfer it to KPMG LLP. As a consequence, KPMG Audit Plc has notified the Company that it is not seeking reappointment at the forthcoming Annual General Meeting.

In accordance with Section 489 of the Companies Act 2006 and the recommendation of the Board of Directors, a resolution will be proposed at the Annual General Meeting for the appointment of KPMG LLP as auditor of the Company.

Approved by the Board of Directors and signed on its behalf by:

J. W. GOODWIN  
Chairman

Ivy House Foundry,  
Hanley, Stoke-on-Trent, ST1 3NR  
26th July, 2013

# **GOODWIN PLC**

## **DIRECTORS' REMUNERATION REPORT**

### **Introduction**

This report is submitted in accordance with the Directors' Remuneration Report Regulations.

### **Consideration by the Directors of matters relating to Directors' remuneration**

The Remuneration Policy is set by the Board as a whole and is described below.

### **Remuneration Policy**

The Group's policy in respect of Directors' remuneration for the forthcoming years is to provide individual packages which are determined having due regard to the Company's current and projected profitability, the employee's specific areas of responsibility and performance, their related knowledge and experience in the Company's specific fields of operation, the external labour market and their personal circumstances whereby the Board sets a package to remunerate and motivate the individual so as to best serve the Company. Individual salaries are also indirectly linked up and down to the time allocated and perceived effort by the Director to the Company's business. Many Directors, as indeed employees, put in hours of work way beyond what could be requested and such personal devotion to duty by a Director is rewarded without formulae. All Board members have access to independent advice when considered appropriate. In forming its policy, the Board has given full consideration to the UK Corporate Governance Code (formerly the Combined Code) best practice provisions on remuneration policy, service contracts and compensation and has considered the remuneration levels of Directors of comparative companies.

The Board does not, at present, consider it necessary to include a performance related element within the remuneration of individual Directors.

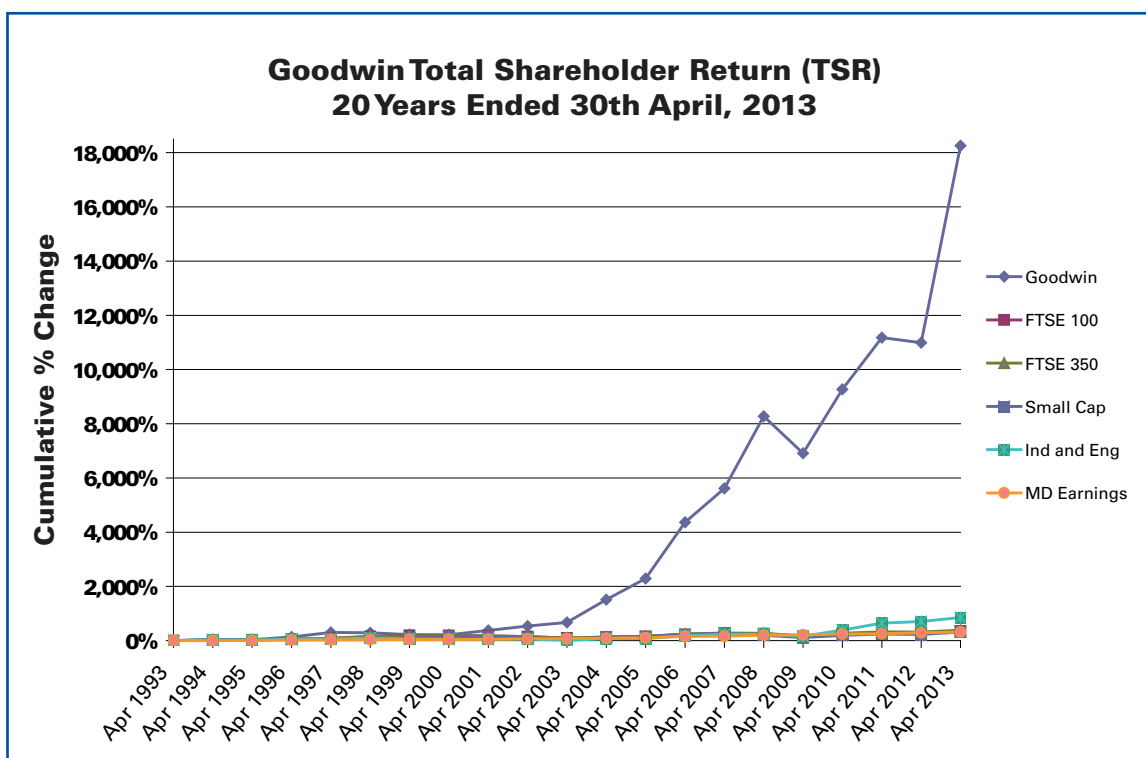
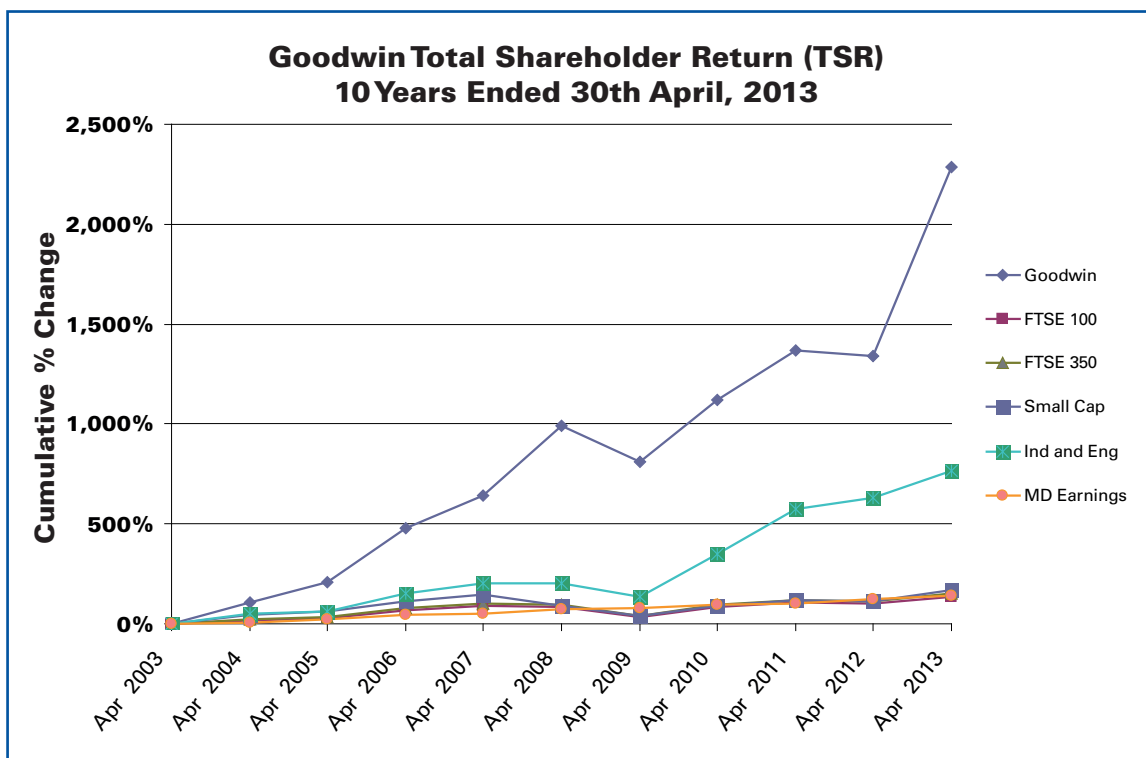
### **Service contracts**

None of the Directors has a service contract, a Director may resign at any time by notice in writing to the Board. There are no set minimum notice periods but all Directors other than the Chairman and Managing Director are subject to retirement by rotation. No compensation as of right is payable to Directors on leaving office.

### **Total shareholder return**

The following graphs compare the Company's total shareholder return over the ten and twenty years ended 30th April, 2013 with various FTSE indices. The graphs also show the increase in the earnings of the Managing Director for these periods.

DIRECTORS' REMUNERATION REPORT (continued)



The increase in the share price since 1993 plus dividends re-invested would mean that £1.00 invested in 1993 would at 30th April, 2013 be worth £182.61. The increase in the share price since 2003 plus dividends re-invested would mean that £1.00 invested in 2003 would at 30th April, 2013 be worth £22.88.

## DIRECTORS' REMUNERATION REPORT *(continued)*

### Details of individual emoluments and compensation

The auditors are required to report on the information contained in this section of the Directors' Remuneration Report.

	Salary	Benefits in kind	Excep- tional Bonus	Total	Total	Pension contrib- utions	Pension contrib- utions
	2013 £'000	2013 £'000	2013 £'000	2013 £'000	2012 £'000	2013 £'000	2012 £'000
J. W. Goodwin ... ..	304	45	25	374	338	11	11
R. S. Goodwin ... ..	304	45	25	374	338	11	11
J. Connolly ... ..	198	25	25	248	197	-	-
M. S. Goodwin ... ..	186	27	25	238	144	-	-
F. A. Gaffney (retired 28th March, 2013) ... ..	121	3	12	136	141	-	-
S. R. Goodwin ... ..	144	3	12	159	124	-	-
A. J. Baylay ... ..	103	17	12	132	125	-	-
S. C. Birks* (appointed 14th November, 2012) ... ..	59	6	12	77	-	-	-
B. R. E. Goodwin* (appointed 14th November, 2012) ... ..	49	1	12	62	-	-	-
<b>Total 2013</b> ... ..	<b>1,468</b>	<b>172</b>	<b>160</b>	<b>1,800</b>	<b>1,407</b>	<b>22</b>	<b>22</b>
Total 2012 ... ..	1,270	137	-	1,407			

\*S. C. Birks and B. R. E. Goodwin were appointed as Directors on the 14th November, 2012 and their remuneration reflects the salary and benefits paid to them as Directors since that date.

Pension contributions comprise contributions to money purchase pension schemes.

The exceptional bonus paid this year to Directors of between £25,000 and £12,000 is in regard to the 65% growth in pre-tax profits. It was not a feature of an incentive scheme with KPIs and it has been made as a one off ex gratia payment as a reward for achievement of the Group.

Benefits-in-kind consist of the provision of a fully-expensed motor vehicle, cash alternative scheme, healthcare insurance or other services.

There are no share option schemes or other long term incentive schemes.

The Board of Directors are the key management personnel as defined in IAS 24.

### Approval of report

An ordinary resolution for the approval of this report will be put to shareholders at the forthcoming Annual General Meeting.

The Directors' Remuneration Report was approved by the Board on 26th July, 2013, and is signed on its behalf by:

J. W. GOODWIN  
*Director*

R. S. GOODWIN  
*Director*

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS**

The Directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with IFRSs as adopted by the EU and applicable law and have elected to prepare the parent Company financial statements in accordance with UK Accounting Standards and applicable UK law (UK Generally Accepted Accounting Practice).

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 Group and parent Company and of their profit or loss for that period.

In preparing each of the Group and parent Company 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;
- for the Group financial statements, state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- for the parent Company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the parent Company financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### **Responsibility statements of the Directors in respect of the annual financial report**

We confirm that to the best of our knowledge:

- a) the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company and the undertakings included in the consolidation taken as a whole; and
- b) the Directors' Report includes a fair review of the development and performance of the business and position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

J. W. GOODWIN  
*Director*

R. S. GOODWIN  
*Director*

26th July, 2013



**INDEPENDENT AUDITOR'S REPORT**  
to the Members of  
**GOODWIN PLC**

We have audited the financial statements of Goodwin PLC for the year ended 30th April, 2013 set out on pages 15 to 49. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU. The financial reporting framework that has been applied in the preparation of the parent Company financial statements is applicable law and UK Accounting Standards (UK 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 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.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 13, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

**Opinion on financial statements**

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 30th April, 2013 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the EU;
- the parent Company financial statements have been properly prepared in accordance with UK Generally Accepted Accounting Practice;
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006; and, as regards the Group financial statements, Article 4 of the IAS Regulation.

**Opinion on other matters prescribed by the Companies Act 2006**

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- 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 information given in the Corporate Governance Statement set out on pages 6 to 9 with respect to internal control and risk management systems in relation to financial reporting processes and about share capital structures 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:

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

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company financial statements and the part of the Directors' Remuneration Report to be audited 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
- a Corporate Governance Statement has not been prepared by the Company.

Under the Listing Rules we are required to review:

- the Directors' statement, set out on page 9, in relation to going concern; and
- the part of the Corporate Governance Statement on pages 6 to 9 relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review; and
- certain elements of the report to shareholders by the Board on Directors' remuneration.

26th July, 2013

Tim Widdas (Senior Statutory Auditor)  
for and on behalf of KPMG Audit Plc, Statutory Auditor  
*Chartered Accountants*  
One Snowhill, Snowhill Queensway, Birmingham, B4 6GH

# GOODWIN PLC

## CONSOLIDATED INCOME STATEMENT

For the year ended 30th April, 2013

	Notes	2013 £'000	2012 £'000
<b>CONTINUING OPERATIONS</b>			
Revenue ... ..	2	<b>126,964</b>	107,911
Cost of sales ... ..		<b>(86,404)</b>	<u>(77,133)</u>
<b>GROSS PROFIT</b> ... ..		<b>40,560</b>	30,778
Distribution expenses ... ..		<b>(3,378)</b>	(3,575)
Administrative expenses ... ..		<b>(16,026)</b>	<u>(14,118)</u>
<b>OPERATING PROFIT</b> ... ..		<b>21,156</b>	13,085
Financial expenses ... ..	5	<b>(1,133)</b>	(1,205)
Share of profit of associate companies ... ..	11	<b>273</b>	<u>393</u>
<b>PROFIT BEFORE TAXATION</b> ... ..	3	<b>20,296</b>	12,273
Tax on profit ... ..	6	<b>(4,609)</b>	<u>(2,938)</u>
<b>PROFIT AFTER TAXATION</b> ... ..		<b>15,687</b>	<u>9,335</u>
<b>ATTRIBUTABLE TO:</b>			
Equity holders of the parent ... ..	19	<b>15,247</b>	8,952
Minority interest ... ..		<b>440</b>	<u>383</u>
<b>PROFIT FOR THE YEAR</b> ... ..		<b>15,687</b>	<u>9,335</u>
<b>BASIC AND DILUTED EARNINGS PER ORDINARY SHARE</b> ... ..	7	<b>211.76p</b>	<u>124.33p</u>

# GOODWIN PLC

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30th April, 2013

	2013	2012
	£'000	£'000
<b>PROFIT FOR THE YEAR</b> ... ..	<b>15,687</b>	9,335
<b>OTHER COMPREHENSIVE INCOME</b>		
Foreign exchange translation differences ... ..	<b>1,123</b>	(1,476)
Effective portion of changes in fair value of cash flow hedges ... ..	<b>(170)</b>	323
Change in fair value of cash flow hedges transferred to profit and loss ... ..	<b>(492)</b>	(3,903)
Tax charge recognised on unrealised income and expenses recognised directly in equity ... ..	<b>149</b>	925
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX</b> ... ..	<b>610</b>	(4,131)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b> ... ..	<b>16,297</b>	5,204
<b>ATTRIBUTABLE TO:</b>		
Equity holders of the parent ... ..	<b>15,627</b>	4,912
Minority interest ... ..	<b>670</b>	292
	<b>16,297</b>	5,204

# GOODWIN PLC

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30th April, 2013

	Share capital £'000	Trans- lation reserve £'000	Cash flow hedging reserve £'000	Retained earnings £'000	Total attributable to equity holders of the parent £'000	Minority interest £'000	Total equity £'000
<b>Year ended 30th April, 2013</b>							
Balance at 1st May, 2012 ...	720	830	(233)	43,720	45,037	3,671	48,708
Total comprehensive income:							
Profit ... ..	-	-	-	15,247	15,247	440	15,687
Other comprehensive income:							
Foreign exchange translation differences ... ..	-	893	-	-	893	230	1,123
Net movements on cash flow hedges ... ..	-	-	(513)	-	(513)	-	(513)
<b>Total comprehensive income for the year ...</b>	<b>-</b>	<b>893</b>	<b>(513)</b>	<b>15,247</b>	<b>15,627</b>	<b>670</b>	<b>16,297</b>
Transactions with owners of the Company recognised directly in equity							
Dividends paid ... ..	-	-	-	(2,310)	(2,310)	(168)	(2,478)
<b>Balance at 30th April, 2013</b>	<b>720</b>	<b>1,723</b>	<b>(746)</b>	<b>56,657</b>	<b>58,354</b>	<b>4,173</b>	<b>62,527</b>
<b>Year ended 30th April, 2012</b>							
Balance at 1st May, 2011 ...	720	2,215	2,422	36,868	42,225	3,437	45,662
Total comprehensive income:							
Profit ... ..	-	-	-	8,952	8,952	383	9,335
Other comprehensive income:							
Foreign exchange translation differences ... ..	-	(1,385)	-	-	(1,385)	(91)	(1,476)
Net movements on cash flow hedges ... ..	-	-	(2,655)	-	(2,655)	-	(2,655)
<b>Total comprehensive income for the year ...</b>	<b>-</b>	<b>(1,385)</b>	<b>(2,655)</b>	<b>8,952</b>	<b>4,912</b>	<b>292</b>	<b>5,204</b>
Transactions with owners of the Company recognised directly in equity							
Dividends paid ... ..	-	-	-	(2,100)	(2,100)	(58)	(2,158)
<b>Balance at 30th April, 2012</b>	<b>720</b>	<b>830</b>	<b>(233)</b>	<b>43,720</b>	<b>45,037</b>	<b>3,671</b>	<b>48,708</b>

# GOODWIN PLC

## CONSOLIDATED BALANCE SHEET

At 30th April, 2013

	Notes	2013 £'000	2012 £'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	9	33,308	26,208
Investment in associates	11	1,314	1,238
Intangible assets	10	11,496	12,531
		<b>46,118</b>	<b>39,977</b>
<b>CURRENT ASSETS</b>			
Inventories	14	31,833	32,558
Trade and other receivables	15	34,953	24,334
Derivative financial assets	20	809	1,407
Cash and cash equivalents	16	5,514	5,778
		<b>73,109</b>	<b>64,077</b>
<b>TOTAL ASSETS</b>		<b>119,227</b>	<b>104,054</b>
<b>CURRENT LIABILITIES</b>			
Bank overdraft	16	77	759
Other interest-bearing loans and borrowings	17	1,902	219
Trade and other payables	18	29,994	26,249
Deferred consideration	18	500	3,256
Derivative financial liabilities	20	1,231	2,061
Liabilities for current tax		2,423	2,278
Warranty provision	12	378	655
		<b>36,505</b>	<b>35,477</b>
<b>NON-CURRENT LIABILITIES</b>			
Other interest-bearing loans and borrowings	17	17,130	16,467
Warranty provision	12	484	570
Deferred tax liabilities	13	2,581	2,832
		<b>20,195</b>	<b>19,869</b>
<b>TOTAL LIABILITIES</b>		<b>56,700</b>	<b>55,346</b>
<b>NET ASSETS</b>		<b>62,527</b>	<b>48,708</b>
<b>EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT</b>			
Share capital	19	720	720
Translation reserve	19	1,723	830
Cash flow hedge reserve	19	(746)	(233)
Retained earnings	19	56,657	43,720
<b>TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT</b>		<b>58,354</b>	<b>45,037</b>
<b>MINORITY INTEREST</b>	19	<b>4,173</b>	<b>3,671</b>
<b>TOTAL EQUITY</b>		<b>62,527</b>	<b>48,708</b>

These financial statements were approved by the Board of Directors on 26th July, 2013 and signed on its behalf by:

J. W. GOODWIN  
Director

R. S. GOODWIN  
Director

Registered Company Number: 305907

# GOODWIN PLC

## CONSOLIDATED CASH FLOW STATEMENT

For the year ended 30th April, 2013

	2013 £'000	2013 £'000	2012 £'000	2012 £'000
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit from continuing operations after tax ... ..		<b>15,687</b>		9,335
<i>Adjustments for:</i>				
Depreciation ... ..		<b>2,792</b>		3,094
Amortisation of intangible assets ... ..		<b>738</b>		715
Financial expense ... ..		<b>1,133</b>		1,205
(Profit)/loss on sale of property, plant and equipment ... ..		<b>(20)</b>		51
Share of profit of associate companies ... ..		<b>(273)</b>		(393)
Tax expense ... ..		<b>4,609</b>		2,938
<b>OPERATING PROFIT BEFORE CHANGES IN WORKING CAPITAL AND PROVISIONS</b>		<b>24,666</b>		16,945
(Increase)/decrease in trade and other receivables ... ..		<b>(9,144)</b>		898
Decrease/(increase) in inventories ... ..		<b>1,098</b>		(7,638)
Increase in trade and other payables (excluding payments on account) ... ..		<b>85</b>		2,500
Increase/(decrease) in payments on account ... ..		<b>1,577</b>		(916)
<b>CASH GENERATED FROM OPERATIONS</b>		<b>18,282</b>		11,789
Interest paid ... ..		<b>(1,097)</b>		(929)
Corporation tax paid ... ..		<b>(4,581)</b>		(3,150)
Interest element of finance lease obligations ... ..		<b>(19)</b>		(22)
<b>NET CASH FROM OPERATING ACTIVITIES</b> ... ..		<b>12,585</b>		7,688
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Proceeds from sale of property, plant and equipment ... ..		<b>144</b>	173	
Proceeds from disposal of intangible assets... ..		<b>265</b>	-	
Acquisition of property, plant and equipment ... ..		<b>(9,409)</b>	(4,569)	
Acquisition of subsidiaries net of cash acquired ... ..		<b>-</b>	(502)	
Additional payment for existing subsidiary/ acquisition of associated undertaking ... ..		<b>(8)</b>	(35)	
Payment of deferred purchase creditor ... ..		<b>(2,755)</b>	(3,300)	
Dividends received from associate companies ... ..		<b>308</b>	277	
<b>NET CASH OUTFLOW FROM INVESTING ACTIVITIES</b> ... ..		<b>(11,455)</b>		(7,956)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Payment of capital element of finance lease obligations ... ..		<b>(303)</b>	(218)	
Dividends paid ... ..		<b>(2,310)</b>	(2,100)	
Dividends paid to minority interests ... ..		<b>(168)</b>	(58)	
Proceeds from loans ... ..		<b>5,028</b>	4,772	
Repayment of loans ... ..		<b>(3,077)</b>	(158)	
<b>NET CASH (OUTFLOW)/INFLOW FROM FINANCING ACTIVITIES</b>		<b>(830)</b>		2,238
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>300</b>		1,970
Cash and cash equivalents at beginning of year ... ..		<b>5,019</b>		3,215
Effect of exchange rate fluctuations on cash held ... ..		<b>118</b>		(166)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b> see note 16		<b>5,437</b>		5,019



## NOTES TO THE FINANCIAL STATEMENTS

### 1. Accounting policies

Goodwin PLC (the “Company”) is incorporated in the UK.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the “Group”) and equity account the Group’s interest in associates. The parent Company financial statements present information about the Company as a separate entity and not about its Group.

The Group financial statements have been prepared and approved by the Directors in accordance with International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”). The Company has elected to prepare its parent Company financial statements in accordance with UK GAAP; these are presented on pages 45 to 49.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Group financial statements.

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 26.

With the current level of order input, the opportunity for continued profitability remains good for the next twelve months. The impact of working capital requirements on our banking facilities given the expected level of activity and capital spend commitments will require close management. After reviewing the situation, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and have continued to adopt the going concern basis in preparing the financial statements.

#### **New IFRS standards and interpretations adopted during 2013**

In 2013 the following amendments had been endorsed by the EU, became effective and therefore were adopted by the Group:

- Amendments to IAS 12 Income Taxes – Deferred Tax: Recovery of Underlying Assets
- Amendments to IFRS 7 Financial Instruments: Disclosures – Transfers of Financial Assets
- Annual Improvement Projects to IFRS’s. The Annual Improvement Project to IFRS’s provides a vehicle for making non-urgent but necessary amendments to IFRS’s. Amendments to a number of standards have been adopted

The adoption of these standards and amendments has not had a material impact on the Group’s financial statements.

#### **Measurement convention**

The financial statements are rounded to the nearest thousand pounds.

The financial statements are based on the historical cost basis except where the measurement of balances at fair value is required as below.

#### **Basis of consolidation**

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are currently exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20 and 50 percent of the voting power of another entity. Associates are accounted for using the equity method and are initially recognised at cost. The Group’s investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statements include the Group’s share of the total recognised income and expense and equity movements of equity accounted investees, from the date that significant influence commences until the date that significant influence ceases. When the Group’s share of losses exceeds its interest in an equity accounted investee, the Group’s carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of an investee.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### **Foreign currency**

Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement within operating profit.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to sterling at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the period where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

Exchange differences arising from this translation of foreign operations are taken directly to the translation reserve. They are released into the income statement upon disposal of the foreign operation.

The Group has taken advantage of relief available in IFRS 1 to deem the cumulative translation differences for all foreign operations to be zero at the date of transition to IFRS (1st May, 2006).

### **Financial instruments**

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group has become a party to the contractual provisions of the instrument. The principal financial assets and liabilities of the Group are as follows:

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand including cash deposits with an original maturity of three months or less.

Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows.

#### **Trade receivables**

Trade receivables do not carry interest and are initially recognised at fair value and are subsequently measured at their amortised cost using the effective interest method where material as reduced by allowances for impairment when there is objective evidence of impairment. A provision for impairment is established when the carrying value of the receivable exceeds the present value of the future cash flow discounted using the original effective interest rate. The carrying value of the receivable is reduced through the use of an impairment account and any impairment loss is recognised in the income statement.

#### **Recognition and valuation of equity instruments**

Equity instruments are stated at par value. For ordinary share capital, the par value is recognised in share capital and the premium in the share premium reserve.

#### **Recognition and valuation of financial liabilities**

Financial liabilities are classified according to the substance of the contractual arrangements entered into.

#### **Bank borrowings**

Interest bearing bank loans and overdrafts are initially recorded at their fair value less attributable transaction costs. They are subsequently carried at their amortised cost and finance charges and are recognised in the income statement over the term of the instrument using an effective rate of interest. Bank overdrafts that form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows.

#### **Trade and other payables**

Trade and other payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method where material.

#### **Derivative financial instruments and hedging**

##### *Derivative financial instruments*

Derivative financial instruments are recognised at fair value. The fair value of interest rate swaps is the estimated amount that the Group would receive or pay to terminate the swap at the balance sheet date, taking into account current interest rates and the current creditworthiness of the swap counterparties. The fair value of forward exchange contracts is equal to the present value of the difference between the contractual forward price and the current forward price for the residual maturity of the contract. For derivatives that do not form part of a designated hedge relationship, the gain or loss on re-measurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged (see below).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### Derivative financial instruments and hedging (continued)

#### Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the hedging reserve. Any ineffective portion of the hedge is recognised immediately in the income statement.

For cash flow hedges, the associated cumulative gain or loss is removed from equity and recognised in the income statement in the same period or periods during which the hedged forecast transaction affects profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the income statement immediately.

When the forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated cumulative gain or loss is removed from the hedging reserve and is included in the initial cost or other carrying amount of the non-financial asset or liability.

### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Leases in which the Group assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. Where land and buildings are held under finance leases the accounting treatment of the land is considered separately from that of the buildings. Leased assets acquired by way of finance lease are stated at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses. Lease payments are accounted for as described below.

Depreciation is charged to the income statement over the estimated useful lives of each part of an item of property, plant and equipment on the following bases:

Freehold land	...	...	...	...	Nil
Freehold buildings	...	...	...	...	2% on cost
Leasehold property	...	...	...	...	over period of lease
Plant and machinery	...	...	...	...	10% to 25% on reducing balance or cost
Motor vehicles	...	...	...	...	15% or 25% on reducing balance
Tooling	...	...	...	...	over estimated production life
Fixtures and fittings	...	...	...	...	15% to 25% on reducing balance

Assets in the course of construction are not depreciated.

### Intangible assets and goodwill

All business combinations are accounted for by applying the purchase method. Goodwill represents amounts arising on acquisition of businesses. In respect of business acquisitions that have occurred since 1st May, 2006, goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets and contingent liabilities acquired. For acquisitions prior to the adoption of Revised IFRS 3 "Business Combinations" (1st May, 2010), cost includes directly attributable acquisition costs. For acquisitions after this date, such costs are charged to the income statement. Identifiable intangibles are those which can be sold separately or which arise from legal rights regardless of whether those rights are separable.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment.

In respect of acquisitions prior to 1st May, 2006, goodwill is included at transition date on the basis of its deemed cost, which represents the amount recorded under UK GAAP which was broadly comparable save that only separable intangibles were recognised and goodwill was amortised. On transition, amortisation of goodwill has ceased as required by IFRS 1.

Negative goodwill arising on an acquisition is recognised immediately in profit or loss.

Expenditure on research activities is recognised in the income statement as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources to complete development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### Intangible assets and goodwill (continued)

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Capitalised development costs 5 years
- Manufacturing rights 6-15 years
- Brand names 3-15 years
- Order book 1 year
- Distribution rights 25 years

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in, first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

### Government grants

Government grants relating to income are recognised in the income statement as a deduction from the expenses that they are intended to compensate.

Government grants relating to assets are recognised in the balance sheet as a deduction in the carrying amount of the asset. Depreciation is charged on the value of the asset less the associated grant.

Amounts of grants received are shown in notes 3 and 9.

### Put option in respect of a minority interest in a subsidiary

Where the Group has, through a put option, an obligation to purchase shares in a subsidiary from a minority interest, a financial liability is recognised for the present value of the estimated consideration payable under the put option and the minority interest is not recognised.

For acquisitions made prior to the adoption of Revised IFRS 3 "Business Combinations" (1st May, 2010) at each reporting date, changes in the carrying amount of the liability arising from variations in the estimated fair value of the purchase consideration (excluding the effect of the unwinding of the discount, which is accounted for as a financial expense) are recognised by adjusting the carrying amount of the goodwill recognised on initial recognition of the business combination. For acquisitions after adoption of Revised IFRS 3, any changes in the liability are recognised in the income statement.

### Impairment

The carrying amounts of the Group's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Recoverable amount is the greater of an asset's or cash generating unit's fair value less costs to sell or value in use.

For goodwill, assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each balance sheet date.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement.

Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash generating units and then to reduce the carrying amount of the other assets in the unit on a pro rata basis. A cash generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Goodwill, assets that have an indefinite useful life and intangible assets that are not yet available for use were tested for impairment as at 1st May, 2006, the date of transition to Adopted IFRSs, even though no indication of impairment existed.

#### Reversals of impairment

An impairment loss in respect of goodwill is not reversed.

In respect of other assets, an impairment loss is reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount.

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.

### Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### **Warranty provisions**

The Group carries a warranty provision with respect to one of its product lines. The warranties are negotiated at contract placement stage and typically where given to a customer the warranty has a duration of between 2 and 4 years. At the expiry of the warranty period, to the extent not utilised the warranty provision is then released back into profit and loss.

### **Revenue**

Revenue represents the amounts (excluding value added taxes and other sales taxes) derived from the provision of goods and services to external customers. Revenue is recognised at the time the principal risks and rewards transfer to the customer typically being either shipment or customer acceptance.

### **Leases**

#### *Operating lease payments*

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease expense.

#### *Finance lease payments*

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

### **Financial expenses**

Financial expenses comprise interest payable, interest on finance leases using the effective interest method and the unwinding of the discount on provisions. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset.

Interest income and interest payable is recognised in profit or loss as it accrues.

### **Pension costs**

The Group contributes to a number of defined contribution pension schemes for certain senior employees. The assets of these schemes are held in independently administered funds. Group pension costs are charged to income statement in the year for which contributions are paid.

There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

### **Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income 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 temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

### **New IFRS standards, amendments and interpretations not adopted**

The IASB and IFRIC have issued additional standards and amendments which are effective for periods starting after the date of these financial statements. The following standards and amendments have not yet been adopted by the Group:

- Amendments to IAS 1 Presentation of Items of Other Comprehensive Income (effective for annual periods beginning on or after 1st July, 2012)
- IAS 27 (2011) Separate Financial Statements (effective for annual periods beginning on or after 1st January, 2014)
- IAS 28 (2011) Investments in Associates and Joint Ventures (effective for annual periods beginning on or after 1st January, 2014)
- Amendments to IAS 32 Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities (effective for annual periods beginning on or after 1st January, 2014)

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### New IFRS standards, amendments and interpretations not adopted *(continued)*

- Amendments to IFRS 7 Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities (effective for annual periods beginning on or after 1st January, 2013)
- IFRS 10 Consolidated Financial Statements (effective for annual periods beginning on or after 1st January, 2014)
- IFRS 11 Joint Arrangements (effective for annual periods beginning on or after 1st January, 2014)
- IFRS 12 Disclosure of Interests in Other Entities (effective for annual periods beginning on or after 1st January, 2014)
- IFRS 13 Fair Value Measurement (effective for annual periods beginning on or after 1st January, 2013)

The Group has considered the impact of these new standards and interpretations in future periods on profit, earnings per share and net assets. None of the above standards or interpretations are expected to have a material impact.

## 2. Segmental information

### Products and services from which reportable segments derive their revenues

For the purposes of management reporting to the chief operating decision maker, the Board of Directors, the Group is organised into two reportable operating divisions: mechanical engineering and refractory engineering. Financial information for each operating division is also available in a disaggregated form in line with the identified cash generating units. Segment assets and liabilities include items directly attributable to segments as well as those that can be allocated on a reasonable basis. In accordance with the requirements of IFRS 8 the Group's reportable segments, based on information reported to the Group's Board of Directors for the purposes of resource allocation and assessment of segment performance are as follows:

- Mechanical Engineering – casting, machining and general engineering design
- Refractories Engineering – powder manufacture and mineral processing

Information regarding the Group's operating segments is reported below. Associates are included in Refractories Engineering.

Year ended 30th April	Mechanical Engineering		Refractories Engineering		Sub Total	
	2013 £'000	2012 £'000	2013 £'000	2012 £'000	2013 £'000	2012 £'000
<b>Revenue</b>						
External sales ... ..	97,227	78,784	29,737	29,127	126,964	107,911
Inter-segment sales ... ..	22,407	24,010	4,588	5,186	26,995	29,196
Total revenue ... ..	<b>119,634</b>	102,794	<b>34,325</b>	34,313	<b>153,959</b>	137,107
Reconciliation to consolidated revenue:						
Inter-segment sales ... ..					<b>(26,995)</b>	(29,196)
Consolidated revenue for the year					<b>126,964</b>	107,911
<b>Profits</b>						
Segment result including associates	<b>18,889</b>	10,716	<b>3,154</b>	4,044	<b>22,043</b>	14,760
Group centre ... ..					<b>(614)</b>	(1,282)
Group finance expenses ... ..					<b>(1,133)</b>	(1,205)
Consolidated profit before tax for the year ... ..					<b>20,296</b>	12,273
Tax ... ..					<b>(4,609)</b>	(2,938)
Consolidated profit after tax for the year ... ..					<b>15,687</b>	9,335



**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**2. Segmental information** (continued)

Year ended 30th April	Segmental total assets		Segmental total liabilities		Segmental net assets	
	2013 £'000	2012 £'000	2013 £'000	2012 £'000	2013 £'000	2012 £'000
<b>Segmental net assets</b>						
Mechanical Engineering ... ..	<b>66,047</b>	59,342	<b>50,339</b>	46,165	<b>15,708</b>	13,177
Refractories Engineering ... ..	<b>25,079</b>	23,423	<b>11,749</b>	11,406	<b>13,330</b>	12,017
Sub total reportable segment ... ..	<b>91,126</b>	82,765	<b>62,088</b>	57,571	<b>29,038</b>	25,194
PLC net assets ... ..					<b>43,214</b>	31,832
Investments elimination/ Goodwill adjustments ... ..					<b>(8,357)</b>	(7,013)
Other consolidation adjustments ... ..					<b>(1,368)</b>	(1,305)
Consolidated total net assets ... ..					<b>62,527</b>	48,708

For the purposes of monitoring segment performance and allocating resources between segments, the Group's Board of Directors monitors the tangible and financial assets attributable to each segment. All assets and liabilities are allocated to reportable segments with the exception of those held by the parent Company ('PLC') and those held as consolidation adjustments.

**Geographical Segments**

The Group operates in the following principal locations.

In presenting the information on geographical segments, revenue is based on the location of its customers and assets on the location of the assets.

	Year ended 30th April, 2013				Year ended 30th April, 2012			
	Revenue £'000	Operational net assets £'000	Non current assets £'000	PPE Capital expenditure £'000	Revenue £'000	Operational net assets £'000	Non current assets £'000	PPE Capital expenditure £'000
UK	<b>26,865</b>	<b>47,952</b>	<b>38,815</b>	<b>8,116</b>	21,421	37,316	34,003	3,061
Rest of Europe	<b>21,456</b>	<b>4,909</b>	<b>555</b>	<b>62</b>	22,521	3,711	615	329
USA	<b>8,010</b>	-	-	-	7,780	-	-	-
Pacific Basin	<b>43,056</b>	<b>7,339</b>	<b>1,430</b>	<b>1,171</b>	26,119	5,200	135	166
Rest of world	<b>27,577</b>	<b>2,327</b>	<b>5,318</b>	<b>449</b>	30,070	2,481	5,224	1,204
Total	<b>126,964</b>	<b>62,527</b>	<b>46,118</b>	<b>9,798</b>	107,911	48,708	39,977	4,760

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**3. Expenses and auditors' remuneration**

Included in profit before taxation are the following:	<b>2013</b>	2012
	<b>£'000</b>	£'000
Receipt of government grants related to income ... ..	<b>(610)</b>	–
Depreciation:		
Owned assets ... ..	<b>2,587</b>	2,968
Assets held under finance lease ... ..	<b>205</b>	126
Amortisation of intangible assets ... ..	<b>738</b>	715
(Profit)/loss on sale of property, plant and equipment ... ..	<b>(20)</b>	51
Operating lease rentals:		
Rental of premises ... ..	<b>406</b>	356
Short term plant hire... ..	<b>245</b>	162
Research and development expensed as incurred... ..	<b>1,409</b>	917
Impairment of trade receivables – bad debts charged to profit and loss ... ..	<b>43</b>	105
Foreign exchange losses/(gains) ... ..	<b>1,170</b>	(45)
(Gains)/losses on derivatives at fair value through profit and loss ... ..	<b>(894)</b>	177
Fees receivable by the auditors and their associates in respect of:		
Audit of these financial statements ... ..	<b>42</b>	42
Audit of the financial statements of subsidiaries ... ..	<b>86</b>	83
Other audit related services ... ..	<b>–</b>	8
	<hr/>	<hr/>

**4. Staff numbers and costs**

The average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	<b>Number of employees</b>	
	<b>2013</b>	2012
Works personnel ... ..	<b>965</b>	903
Administration staff ... ..	<b>45</b>	46
	<hr/>	<hr/>
	<b>1,010</b>	949

The aggregate payroll costs of these persons were as follows:	<b>2013</b>	2012
	<b>£'000</b>	£'000
Wages and salaries ... ..	<b>29,933</b>	27,381
Social security costs... ..	<b>3,464</b>	3,261
Other pension costs ... ..	<b>25</b>	25
	<hr/>	<hr/>
	<b>33,422</b>	30,667

**5. Financial expenses**

	<b>2013</b>	2012
	<b>£'000</b>	£'000
Interest expense on finance leases ... ..	<b>19</b>	22
Unwinding of discount on deferred consideration... ..	<b>–</b>	254
Interest expense on bank loans and overdrafts ... ..	<b>1,114</b>	929
	<hr/>	<hr/>
Financial expenses ... ..	<b>1,133</b>	1,205

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**6. Taxation**

<b>Recognised in the income statement</b>	<b>2013</b>	2012
	<b>£'000</b>	£'000
Current tax expense		
Current year ... ..	<b>4,820</b>	3,793
Adjustments for prior years ... ..	<b>(94)</b>	(78)
	<b>4,726</b>	3,715
Deferred tax expense		
Origination and reversal of temporary differences – current year ... ..	<b>309</b>	(306)
Origination and reversal of temporary differences – prior years ... ..	<b>(426)</b>	(471)
	<b>(117)</b>	(777)
Total tax expense ... ..	<b>4,609</b>	2,938

<b>Reconciliation of effective tax rate</b>	<b>2013</b>	2012
	<b>£'000</b>	£'000
Profit before tax ... ..	<b>20,296</b>	12,273
Tax using the UK corporation tax rate of 23.92% (2012: 25.84%) ... ..	<b>4,854</b>	3,171
Non-deductible expenses ... ..	<b>27</b>	207
Over provision in prior years ... ..	<b>(520)</b>	(549)
Tax offset against brought forward losses ... ..	<b>-</b>	(213)
Research and development tax credit... ..	<b>(40)</b>	-
Losses not utilised ... ..	<b>-</b>	49
Withholding tax unrelieved ... ..	<b>31</b>	40
Differences in overseas tax rates ... ..	<b>331</b>	335
Associate companies tax ... ..	<b>(74)</b>	(102)
Total tax expense ... ..	<b>4,609</b>	2,938

The Group's total amount of taxes payable in respect of the year ending April 2013 comprising Corporation Tax, PAYE and National Insurance was £15 million.

**Deferred tax recognised directly in equity**

The following amounts are included in the consolidated statement of comprehensive income:

	<b>2013</b>	2012
	<b>£'000</b>	£'000
Cash flow hedge deferred tax credit ... ..	<b>(149)</b>	(925)

**7. Earnings per share**

The earnings per ordinary share has been calculated on profit for the year attributable to ordinary shareholders of £15,247,000 (2012: £8,952,000) and by reference to the 7,200,000 ordinary shares in issue throughout both years.

The Company has no share options or other diluting interests and accordingly, there is no difference in the calculation of diluted earnings per share.

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

<b>8. Dividends</b>	<b>2013</b>	2012
	<b>£'000</b>	£'000
Paid ordinary dividends during the year in respect of prior years		
32.082p (2012: 29.166p) per qualifying ordinary share ... ..	<b>2,310</b>	2,100
	<b>2,310</b>	2,100

After the balance sheet date an ordinary dividend of 35.290p and an extraordinary dividend of 17.645p per qualifying ordinary share were proposed by the Directors (2012: ordinary dividend of 32.082p, extraordinary dividend of Nil).

The proposed current year ordinary dividend of £2,541,000 and current year extraordinary dividend of £1,270,000 have not been provided for within these financial statements (2012: proposed ordinary dividend of £2,310,000 not provided for within the comparative figures).

**9. Property, plant and equipment**

	<b>Land and buildings</b>	<b>Plant and equipment</b>	<b>Fixtures and fittings</b>	<b>Assets in course of construction</b>	<b>Total</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Cost</b>					
At 1st May, 2011 ... ..	11,031	32,117	1,894	1,683	46,725
Additions ... ..	1,452	2,416	182	710	4,760
Acquisitions (see note 25) ... ..	-	39	-	-	39
Reclassification ... ..	293	-	-	(293)	-
Disposals ... ..	-	(446)	(3)	-	(449)
Exchange adjustment ... ..	(261)	(434)	(15)	(237)	(947)
At 30th April, 2012 ... ..	12,515	33,692	2,058	1,863	50,128
At 1st May, 2012 ... ..	12,515	33,692	2,058	1,863	50,128
Additions ... ..	2,390	3,520	515	3,373	9,798
Reclassification ... ..	1,877	-	-	(1,877)	-
Disposals ... ..	-	(349)	(37)	-	(386)
Exchange adjustment ... ..	129	213	15	14	371
At 30th April, 2013 ... ..	16,911	37,076	2,551	3,373	59,911
<b>Depreciation</b>					
At 1st May, 2011 ... ..	1,729	18,341	1,224	-	21,294
Charged in year ... ..	262	2,671	161	-	3,094
Disposals ... ..	-	(222)	(3)	-	(225)
Exchange adjustment ... ..	(19)	(218)	(6)	-	(243)
At 30th April, 2012 ... ..	1,972	20,572	1,376	-	23,920
At 1st May, 2012 ... ..	1,972	20,572	1,376	-	23,920
Charged in year ... ..	224	2,339	229	-	2,792
Disposals ... ..	-	(225)	(37)	-	(262)
Exchange adjustment ... ..	14	131	8	-	153
At 30th April, 2013 ... ..	2,210	22,817	1,576	-	26,603
<b>Net book value</b>					
At 1st May, 2011 ... ..	9,302	13,776	670	1,683	25,431
At 30th April, 2012 and 1st May, 2012... ..	10,543	13,120	682	1,863	26,208
<b>At 30th April, 2013 ... ..</b>	<b>14,701</b>	<b>14,259</b>	<b>975</b>	<b>3,373</b>	<b>33,308</b>

**Plant and machinery**

At 30th April, 2013 the net carrying amount of leased plant and machinery was £1,479,000 (2012: £929,000). The leased equipment secures lease obligations (see note 17).

Assets in the course of construction of £3,373,000 at 30th April, 2013 includes £2,467,000 of plant and equipment not commissioned at the year end (2012: £Nil).

**Government grants related to tangible fixed assets**

Additions to plant and equipment are after deducting grants receivable of £562,000 (2012: £Nil).

NOTES TO THE FINANCIAL STATEMENTS (continued)

10. Intangible assets

		Goodwill £'000	Brand names £'000	Order book £'000	Distrib- ution rights £'000	Manu- facturing rights £'000	Develop- ment costs £'000	Total £'000
<b>Cost</b>								
Balance at 1st May, 2011	...	7,891	4,837	165	632	978	201	14,704
Additions...	...	548	-	-	-	-	-	548
Acquisitions (see note 25)	...	277	678	17	-	-	-	972
Exchange adjustment...	...	(346)	(303)	(14)	-	-	-	(663)
<b>Balance at 30th April, 2012</b>	...	<b>8,370</b>	<b>5,212</b>	<b>168</b>	<b>632</b>	<b>978</b>	<b>201</b>	<b>15,561</b>
Additions...	...	8	-	-	-	-	-	8
Disposal	...	-	-	-	(632)	-	-	(632)
Exchange adjustment...	...	169	129	6	-	-	-	304
<b>Balance at 30th April, 2013</b>	...	<b>8,547</b>	<b>5,341</b>	<b>174</b>	<b>-</b>	<b>978</b>	<b>201</b>	<b>15,241</b>
<b>Amortisation</b>								
Balance at 1st May, 2011	...	-	1,519	165	25	495	201	2,405
Amortisation for the year	...	-	567	17	25	106	-	715
Exchange adjustment...	...	-	(76)	(14)	-	-	-	(90)
<b>Balance at 30th April, 2012</b>	...	<b>-</b>	<b>2,010</b>	<b>168</b>	<b>50</b>	<b>601</b>	<b>201</b>	<b>3,030</b>
Amortisation for the year	...	-	593	-	25	120	-	738
Disposal	...	-	-	-	(75)	-	-	(75)
Exchange adjustment...	...	-	46	6	-	-	-	52
<b>Balance at 30th April, 2013</b>	...	<b>-</b>	<b>2,649</b>	<b>174</b>	<b>-</b>	<b>721</b>	<b>201</b>	<b>3,745</b>
<b>Net book value</b>								
At 1st May, 2011...	...	7,891	3,318	-	607	483	-	12,299
At 30th April, 2012	...	8,370	3,202	-	582	377	-	12,531
<b>At 30th April, 2013</b>	...	<b>8,547</b>	<b>2,692</b>	<b>-</b>	<b>-</b>	<b>257</b>	<b>-</b>	<b>11,496</b>

During the current year, the Group disposed of the rights to distribute vermiculite that it acquired in the year ended 30th April, 2011, with net book value at disposal of £557,000. The disposal resulted in nil profit/loss with a cash receipt of £265,000 and £292,000 of adjustments to trading balances. The £8,000 of additions to goodwill relates to increased interest in Noreva GmbH by virtue of a minority dividend paid.

The £548,000 of additions to goodwill in the prior year relates to £35,000 increased interest in Noreva GmbH by virtue of a minority dividend paid, and £513,000 in respect of a revision to the contingent deferred consideration for Noreva GmbH. The £277,000 of goodwill on acquisitions relates to £218,000 on the acquisition of Sandersfire International Limited and £59,000 on the acquisition of JSR Technology Limited (see note 25).

The £678,000 and £17,000 of additions to brand names and order book in the prior year relates to the acquisition of Sandersfire International Limited and JSR Technology Limited.

**Amortisation charge**

The amortisation charge of £738,000 (2012: £715,000) is recognised in cost of sales in the income statement.

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**10. Intangible assets** (continued)

**Impairment testing for cash generating units containing goodwill**

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired. For the purpose of impairment testing, goodwill is allocated to the relevant subsidiary which is the lowest level within the Group at which the goodwill is monitored for internal management purposes. The aggregate carrying amounts of goodwill allocated to each unit are:

	<b>2013</b>	2012
	<b>£'000</b>	£'000
Easat Antennas Limited ... ..	<b>324</b>	324
Goodwin India Private Limited ... ..	<b>108</b>	108
Noreva GmbH ... ..	<b>4,492</b>	4,315
Goodwin Refractory Services Holdings Limited ... ..	<b>3,346</b>	3,346
Sandersfire International Limited ... ..	<b>218</b>	218
JSR Technology Limited ... ..	<b>59</b>	59
	<b>8,547</b>	8,370

An impairment test is a comparison of the carrying value of the assets of a cash generating unit ("CGU") to their recoverable amount, based on a value-in-use calculation. Recoverable amount is the greater of value-in-use and market value. Where the recoverable amount is less than the carrying value an impairment results. During the year each CGU containing goodwill was separately assessed and tested for impairment. No impairment of the carrying value of goodwill was indicated by this review.

As part of testing goodwill for impairment detailed forecasts of operating cash flows for the next five years are used, which are based on approved budgets and plans by the Board. The forecasts represent the best estimate of future performance of the CGU based on past performance and expectations for the market development of the CGU.

A number of key assumptions are used as part of impairment testing. These key assumptions such as the CGU's position within its relevant market; its ability to generate profitable orders within that market; expected growth rates both in the market and geographically are made by management who also take into account past experience and knowledge of forecast future performance together with other relevant external sources of information.

The forecast projections use growth rate forecasts of 15% (2012: 15%) extrapolated over the minimum expected life span of the unit. Projections beyond the 5 year detailed forecasts do not assume any growth. The forecasts are then discounted at appropriate rates considering the perceived levels of risk, ranging from 12%-15%. (2012: 12%-15%).

The estimates and assumptions made in connection with the impairment testing could differ from future actual results of operations and cash flows. A reasonably likely variation in the assumptions would not give rise to an impairment. However, future events could cause the Group to conclude that impairment indicators exist and that the asset values associated with a given operation have become impaired.

**11. Investments in subsidiaries and associates**

The Group has the following principal subsidiaries and associates:

<i>Subsidiaries</i>	<b>Country of incorporation</b>	<b>Class of shares held</b>	<b>% held</b>
<b>Mechanical Engineering:</b>			
Goodwin Steel Castings Limited ... ..	Great Britain	Ordinary	<b>100</b>
Goodwin International Limited ... ..	Great Britain	Ordinary	<b>100</b>
Easat Antennas Limited ... ..	Great Britain	Ordinary	<b>94</b>
Internet Central Limited ... ..	Great Britain	Ordinary	<b>82.5</b>
JSR Technology Limited ... ..	Great Britain	Ordinary	<b>75</b>
Goodwin Korea Co. Limited ... ..	South Korea	Ordinary	<b>95</b>
Goodwin Pumps India Private Limited ... ..	India	Ordinary	<b>80</b>
Goodwin Shanghai Co. Limited ... ..	China	Ordinary	<b>100</b>
Noreva GmbH ... ..	Germany	Ordinary	<b>87.5*</b>
Goodwin (Shanxi) Pump Company Limited ... ..	China	Ordinary	<b>100</b>
Goodwin Valve and Pump Company Limited ... ..	Brazil	Ordinary	<b>100</b>
<b>Refractory Engineering:</b>			
Dupré Minerals Limited ... ..	Great Britain	Ordinary	<b>100</b>
		Preference	<b>100</b>
Goodwin Refractory Services Limited ... ..	Great Britain	Ordinary	<b>100</b>
Hoben International Limited ... ..	Great Britain	Ordinary	<b>100</b>
Sandersfire International Limited ... ..	Great Britain	Ordinary	<b>100</b>
Gold Star Powders India Private Limited ... ..	India	Ordinary	<b>80</b>
Siam Casting Powders Limited ... ..	Thailand	Ordinary	<b>51</b>
Ultratec Jewelry Supplies Limited ... ..	China	Ordinary	<b>51</b>
SRS Guangzhou Limited ... ..	China	Ordinary	<b>51</b>
Gold Star Brazil Limited ... ..	Brazil	Ordinary	<b>51</b>
<b>Associates</b>			
Jewelry Plaster Limited ... ..	Thailand	Ordinary	<b>49</b>
Asian Industrial Investment Casting Powders Private Limited ... ..	India	Ordinary	<b>40</b>
Goodwin Tet Property Company Limited ... ..	Thailand	Ordinary	<b>49</b>

\*Whilst Noreva is a 87.5% owned subsidiary the company has been treated as a 100% subsidiary by virtue of there being both put and call options in place for the remaining 12.5% of the share capital.

All of the companies are included as part of the consolidated accounts and involved in mechanical and refractory engineering.



**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**11. Investments in subsidiaries and associates** (continued)

The Group's share of profit after tax in its associates for the year ended 30th April, 2013 was £273,000 (2012: £393,000).

Summary financial information of Group share of associates was:

	<b>2013</b>	2012
	<b>£'000</b>	£'000
Balance at 1st May ... ..	<b>1,238</b>	1,137
Profit before tax ... ..	<b>347</b>	495
Tax ... ..	<b>(74)</b>	(102)
Dividend ... ..	<b>(308)</b>	(277)
Exchange adjustment ... ..	<b>111</b>	(15)
<b>Balance at 30th April</b> ... ..	<b>1,314</b>	1,238

	<b>2013</b>			<b>Share of Profit after Tax</b>
	<b>Assets</b>	<b>Liabilities</b>	<b>Revenues</b>	<b>£'000</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Jewelry Plaster Limited ... ..	<b>1,163</b>	<b>231</b>	<b>1,068</b>	<b>255</b>
Goodwin Tet Property Company Limited ... ..	<b>1,061</b>	<b>695</b>	<b>130</b>	<b>27</b>
Asian Industrial Investment Casting Powders Private Limited	<b>16</b>	<b>-</b>	<b>16</b>	<b>(9)</b>
	<b>2,240</b>	<b>926</b>	<b>1,214</b>	<b>273</b>

	<b>2012</b>			<b>Share of Profit after Tax</b>
	<b>Assets</b>	<b>Liabilities</b>	<b>Revenues</b>	<b>£'000</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Jewelry Plaster Limited ... ..	1,153	249	1,141	327
Goodwin Tet Property Company Limited ... ..	1,059	750	96	78
Asian Industrial Investment Casting Powders Private Limited	25	-	10	(12)
	2,237	999	1,247	393

	<b>2013</b>	2012
	<b>£'000</b>	£'000
<b>12. Warranty provision</b>		
Balance at 1st May ... ..	<b>1,225</b>	1,641
Utilised ... ..	<b>(695)</b>	(608)
Charged to profit and loss... ..	<b>289</b>	463
Exchange adjustment ... ..	<b>43</b>	(271)
<b>Balance at 30th April</b> ... ..	<b>862</b>	1,225
Warranty due within one year ... ..	<b>378</b>	655
Warranty due after one year ... ..	<b>484</b>	570
<b>Balance at 30th April</b> ... ..	<b>862</b>	1,225

Provisions for warranties primarily relate to products sold and generally covers a period of between 2 and 4 years.



**NOTES TO THE FINANCIAL STATEMENTS** (continued)

<b>15. Trade and other receivables</b>	<b>2013</b>	2012
	<b>£'000</b>	£'000
Trade receivables ... ..	<b>30,870</b>	21,094
Other receivables ... ..	<b>3,035</b>	2,039
Prepayments ... ..	<b>1,048</b>	1,201
	<b>34,953</b>	24,334

<b>16. Cash and cash equivalents</b>	<b>2013</b>	2012
	<b>£'000</b>	£'000
Cash and cash equivalents per balance sheet ... ..	<b>5,514</b>	5,778
Bank overdrafts ... ..	<b>(77)</b>	(759)
	<b>5,437</b>	5,019

**17. Other interest-bearing loans and borrowings**

This note provides information about the contractual terms of the Group's interest-bearing bank loans and borrowings. For more information about the Group's exposure to interest rate and foreign currency risk, see note 20.

<b>Non-current liabilities</b>	<b>2013</b>	2012
	<b>£'000</b>	£'000
Finance lease liabilities ... ..	<b>678</b>	460
Bank loans ... ..	<b>16,452</b>	16,007
	<b>17,130</b>	16,467
<b>Current liabilities</b>		
Finance lease liabilities ... ..	<b>381</b>	219
Bank loans ... ..	<b>1,521</b>	-
	<b>1,902</b>	219

**Finance lease liabilities**

Finance lease liabilities are payable as follows:

	2013			2012		
	Minimum lease payments £'000	Interest £'000	Principal £'000	Minimum lease payments £'000	Interest £'000	Principal £'000
Less than one year ... ..	404	23	381	233	14	219
Between one and five years ... ..	698	20	678	472	12	460
	<b>1,102</b>	<b>43</b>	<b>1,059</b>	705	26	679

**18. Trade and other payables**

<b>Current liabilities</b>	<b>2013</b>	2012
	<b>£'000</b>	£'000
Trade payables ... ..	<b>15,479</b>	15,734
Non-trade payables and accrued expenses ... ..	<b>7,203</b>	5,112
Other taxation and social security costs ... ..	<b>1,992</b>	1,660
Payments received on account ... ..	<b>5,320</b>	3,743
	<b>29,994</b>	26,249
Deferred and contingent considerations on acquisitions ... ..	<b>500</b>	3,256

The deferred consideration at 30th April, 2013 of £500,000 relates to the acquisition of Noreva GmbH. The deferred consideration at 30th April, 2012 of £3,256,000 relates to the acquisition of Noreva GmbH (£2,918,000) and Sandersfire International Limited (£338,000).

The liabilities for deferred consideration are calculated on the basis of payments being made at the earliest opportunity under the legal agreements as discounted to present values using an assumed cost of capital of 6.5%.

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**19. Capital and reserves**

**Reconciliation of movement in capital and reserves**

	Share capital £'000	Trans- lation reserve £'000	Cash flow hedging reserve £'000	Retained earnings £'000	Total attributable to equity holders of the parent £'000	Minority interest £'000	Total equity £'000
<b>Balance at 30th April, 2011</b>	<b>720</b>	<b>2,215</b>	<b>2,422</b>	<b>36,868</b>	<b>42,225</b>	<b>3,437</b>	<b>45,662</b>
Total comprehensive income ... ..	–	(1,385)	(2,655)	8,952	4,912	292	5,204
Dividends paid ... ..	–	–	–	(2,100)	(2,100)	(58)	(2,158)
<b>Balance at 30th April, 2012</b>	<b>720</b>	<b>830</b>	<b>(233)</b>	<b>43,720</b>	<b>45,037</b>	<b>3,671</b>	<b>48,708</b>
Total comprehensive income ... ..	–	893	(513)	15,247	15,627	670	16,297
Dividends paid ... ..	–	–	–	(2,310)	(2,310)	(168)	(2,478)
<b>Balance at 30th April, 2013</b>	<b>720</b>	<b>1,723</b>	<b>(746)</b>	<b>56,657</b>	<b>58,354</b>	<b>4,173</b>	<b>62,527</b>

**Translation reserve**

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

**Cash flow hedging reserve**

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedge instruments related to hedged transactions that have not yet occurred.

The aggregate deferred tax relating to items that are recognised in equity is an asset of £223,000 (2012: asset £74,000).

**Share capital**

	2013 £'000	2012 £'000
<b>Authorised, allotted, called up and fully paid:</b>		
7,200,000 ordinary shares of 10p each ... ..	<b>720</b>	720

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

**20. Financial risk management**

The Group's operations expose it to a variety of financial risks that include the effects of changes in market prices (interest rates, foreign exchange rates and commodity prices), credit risks, and liquidity. The Group has in place risk management policies that seek to limit the adverse effects on the financial performance of the Group by using various instruments and techniques.

Risk management policies have been set by the Board and applied by the Group.

**a) Credit risk**

The Group's financial assets are cash and cash equivalents and trade and other receivables, the carrying amounts of which represent the Group's maximum exposure to credit risk in relation to financial assets.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The Group's credit risk is primarily attributable to its trade receivables, and is managed through the following processes:

- i) The majority of orders accepted by Group companies are taken with credit insurance coverage.
- ii) Some orders are accepted with no credit insurance but with letters of credit.
- iii) Some orders are accepted with no credit insurance and no letter of credit but with an internal analysis of the customer's size, credit worthiness, historic profitability and payment record.
- iv) A few orders (less than 10%) are taken at risk following review by more than two Board members.
- v) Major orders are normally accompanied by stage payments which go towards mitigating our credit risk.

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**20. Financial risk management** (continued)

**Exposure to credit risk**

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Notes	<b>Carrying amount</b>	
		<b>2013</b>	2012
		<b>£'000</b>	£'000
Trade and other receivables ... ..	15	<b>33,905</b>	23,133
Cash at bank and cash equivalents ... ..	16	<b>5,514</b>	5,778
Derivative financial assets ... ..	20(e)	<b>809</b>	1,407
		<b>40,228</b>	30,318

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

	<b>Carrying amount</b>	
	<b>2013</b>	2012
	<b>£'000</b>	£'000
UK ... ..	<b>5,972</b>	4,225
Rest of Europe ... ..	<b>4,854</b>	4,028
USA ... ..	<b>3,231</b>	896
Pacific Basin ... ..	<b>12,046</b>	7,012
Rest of World ... ..	<b>4,767</b>	4,933
	<b>30,870</b>	21,094

The ageing of trade receivables and impairments at the reporting date were:

	<b>Net</b>	<b>Gross</b>	<b>Impairment</b>	Net	Gross	Impairment
	<b>2013</b>	<b>2013</b>	<b>2013</b>	2012	2012	2012
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	adjusted*	adjusted*	2012
				£'000	£'000	£'000
Not past due ... ..	<b>21,272</b>	<b>21,272</b>	-	15,351	15,351	-
Past due 1-30 days ... ..	<b>3,762</b>	<b>3,762</b>	-	2,961	2,961	-
Past due 31-90 days ... ..	<b>4,036</b>	<b>4,036</b>	-	2,732	2,732	-
Past due more than 90 days	<b>1,800</b>	<b>2,430</b>	<b>(630)</b>	50	481	(431)
	<b>30,870</b>	<b>31,500</b>	<b>(630)</b>	21,094	21,525	(431)

There are no significant credit risks arising from the above assets and management believes the credit quality of customers is good based on a review of past payment history and the current financial status of the customers. Included in trade receivables are retentions which are job specific and have varying due dates depending on the complexity of the job. These are included in the not past due category. In 2012, £2,178,000 of retentions were previously included in the past due more than 90 days category, and these have been reclassified\* to the not past due category for consistency. The Group has not renegotiated the terms of any trade receivables and has not pledged any trade receivables as security.

The Directors estimate that the fair value of the Group's trade and other receivables is approximate to their carrying values.

	<b>2013</b>	2012
	<b>£'000</b>	£'000
An analysis of the provision for impairment of receivables is as follows:		
At beginning of year ... ..	<b>431</b>	381
Bad debt provision – charged through profit and loss ... ..	<b>43</b>	105
Credit note provision – charged through profit and loss ... ..	<b>179</b>	(71)
Acquisition ... ..	-	16
Bad debt provision – utilised during the year ... ..	<b>(23)</b>	-
At end of year ... ..	<b>630</b>	431

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**20. Financial risk management** (continued)

**b) Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

At the year end the Group had the following unutilised bank facilities in respect of which all conditions precedent had been met:

	Uncommitted		Committed		Total	
	2013 £'000	2012 £'000	2013 £'000	2012 £'000	2013 £'000	2012 £'000
Unutilised bank facilities ...	<b>20,715</b>	14,814	<b>750</b>	500	<b>21,465</b>	15,314

The Group's principal borrowing facilities are provided by 3 banks in the form of borrowings and short term overdraft facilities. The quantum of borrowing facilities available to the Group is reviewed regularly in light of current working capital requirements and the need for capital investment for the long term future for the Group.

**Maturity analysis**

The table below analyses the Group's financial liabilities into maturity groupings based on the period outstanding at the balance sheet date up to the contractual maturity date. All figures are contracted gross cashflows that have not been discounted.

	2013 Contractual cash flows			Carrying value 2013 Total £'000
	Within 1 year £'000	1-5 years £'000	Total £'000	
<b>Non-derivative financial liabilities</b>				
Overdrafts ...	77	-	77	77
Bank loans ...	1,550	16,480	18,030	17,973
Finance leases ...	404	698	1,102	1,059
Trade and other payables ...	29,994	-	29,994	29,994
Deferred considerations on acquisitions ...	500	-	500	500
<b>Total ...</b>	<b>32,525</b>	<b>17,178</b>	<b>49,703</b>	<b>49,603</b>
	2012 Contractual cash flows			Carrying value 2012 Total £'000
	Within 1 year £'000	1-5 years £'000	Total £'000	
<b>Non-derivative financial liabilities</b>				
Overdrafts ...	759	-	759	759
Bank loans ...	-	16,093	16,093	16,007
Finance leases ...	233	472	705	679
Trade and other payables ...	26,249	-	26,249	26,249
Deferred consideration on acquisition ...	3,256	-	3,256	3,256
<b>Total ...</b>	<b>30,497</b>	<b>16,565</b>	<b>47,062</b>	<b>46,950</b>

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**20. Financial risk management** (continued)

**c) Market risk**

**Foreign exchange risk**

The Group is subject to fluctuations in exchange rates on its net investments overseas and transactional monetary assets and liabilities not denominated in the operating (or "functional") currency of the operating unit involved.

The Group is exposed to fluctuations in several currencies which give rise to the net currency gains and losses recognised in the income statement.

The Group at its discretion is empowered to hedge its estimated annual foreign currency exposure in respect of forecast sales and purchases if the Board deems it appropriate after having taken into account the expected movement in the foreign exchange rates. The Group uses forward exchange contracts to hedge its foreign currency risk. Most of the foreign exchange contracts have maturities of less than one year after the balance sheet date. Where necessary, the forward exchange contracts are rolled over at maturity.

In respect of other monetary assets and liabilities held in currencies, the Group ensures that the net exposure is eliminated through the use of forward exchange contracts or spot transactions at the time the contractual commitment is in place.

Currency profile of financial assets and liabilities

	<b>2013</b> <b>US</b> <b>Dollar</b> <b>£'000</b>	2012 US Dollar £'000	<b>2013</b> <b>Euro</b> <b>£'000</b>	2012 Euro £'000	<b>2013</b> <b>Other</b> <b>£'000</b>	2012 Other £'000	<b>2013</b> <b>Total</b> <b>£'000</b>	2012 Total £'000
Trade and other receivables	<b>11,652</b>	7,665	<b>1,581</b>	2,016	-	40	<b>13,233</b>	9,721
Cash and cash equivalents	<b>420</b>	341	<b>44</b>	295	<b>3</b>	397	<b>467</b>	1,033
Bank overdrafts	-	-	-	-	-	(63)	-	(63)
Bank loans	-	-	-	-	-	-	-	-
Finance lease liabilities	-	-	-	-	-	-	-	-
Trade and other payables	<b>(69)</b>	(411)	<b>(1,891)</b>	(720)	<b>(4,693)</b>	(4)	<b>(6,653)</b>	(1,135)
	<b>12,003</b>	7,595	<b>(266)</b>	1,591	<b>4,690</b>	370	<b>7,047</b>	9,556

The following significant exchange rates applied during the year:

	<b>Average Exchange rate</b>		<b>Reporting date spot rate</b>	
	<b>2013</b>	2012	<b>2013</b>	2012
US Dollar ... ..	<b>1.5750</b>	1.592	<b>1.5532</b>	1.6231
Euro ... ..	<b>1.1938</b>	1.170	<b>1.1795</b>	1.2257

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**20. Financial risk management** (continued)

**c) Market risk** (continued)

**Interest rate risk**

The Group is subject to fluctuations in interest rates on its borrowings and surplus cash. The Group is aware of the financial products available to ensure against adverse movements in interest rates. Formal reviews are undertaken to determine whether such instruments are appropriate for the Group. During the year, no new interest rate swaps or caps were entered into.

The Group has taken out in previous years £5 million of interest rate protection in the form of swaps which expire in October, 2016.

The table below shows the Group's financial assets and liabilities split by those bearing fixed and floating rates and those that are non-interest bearing.

	Fixed rate		Floating rate		Non-interest bearing		Total	
	2013 £'000	2012 £'000	2013 £'000	2012 £'000	2013 £'000	2012 £'000	2013 £'000	2012 £'000
Cash and cash equivalents	-	-	5,514	5,778	-	-	5,514	5,778
Trade and other receivables	-	-	-	-	35,762	25,741	35,762	25,741
Trade and other payables	-	-	-	(3,256)	(34,148)	(30,588)	(34,148)	(33,844)
Bank overdrafts	-	-	(77)	(759)	-	-	(77)	(759)
Bank loans	-	-	(17,973)	(16,007)	-	-	(17,973)	(16,007)
Finance lease liabilities	-	-	(1,059)	(679)	-	-	(1,059)	(679)
	-	-	(13,595)	(14,923)	1,614	(4,847)	(11,981)	(19,770)

Other receivables and payables include derivatives.

**d) Capital management**

The Group's main objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders. The Board maintains a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Operations are funded through various shareholders' funds, bank debt, finance leases and, where appropriate, deferred consideration on acquisitions. The capital structure of the Group reflects the judgement of the Board as to the appropriate balance of funding required. At 30th April, 2013, the capital used was £72.4 million, (2012: £60.0 million) as shown in the following table:

	2013 £'000	2012 £'000
Cash and cash equivalents	(5,514)	(5,778)
Bank overdrafts	77	759
Finance leases	1,059	679
Bank loans	17,973	16,007
Deferred consideration	500	3,256
Net debt	14,095	14,923
Total equity attributable to equity holders of the parent	58,354	45,037
Capital	72,449	59,960

The Group aims to maintain a strong credit rating and headroom whilst optimising return to shareholders through an appropriate balance of debt and equity funding. The Group's strategy is to target a debt to equity ratio below 30%, adjusted where appropriate for the effect of acquisitions. At 30th April, 2013 net debt was £14.1 million (2012: £14.9 million), giving a debt/equity ratio of 24.2% (2012: 33.1%). The net debt and debt/equity ratio is expected to increase during the coming year as the approved capital projects are financed.

The Group manages its capital structure and makes adjustments to it with regard to the risks inherent in the business and in light of changes to economic conditions.

Working capital is managed in order to generate maximum conversion of profits into cash and cash equivalents. Dividends are paid from current year profits, thereby maintaining equity.

The policy for debt is to ensure a smooth debt maturity profile with the objective of ensuring continuity of funding. The repayment profile for the debt is shown in note 20(b).

There were no changes in the Group's approach to capital management during the year.



**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**20. Financial risk management** (continued)

**d) Capital management** (continued)

**Currency derivatives**

The Group utilises currency derivatives to hedge future transactions and cash flows. The Group is party to a variety of foreign currency forward contracts in the management of its exchange rate exposures.

*Forecast transactions*

The Group classifies its forward exchange contracts hedging forecast transactions as cash flow hedges and states them at fair value.

The nominal value of forward exchange contracts used as hedges of forecast transactions at 30th April, 2013 was US\$48.0 million and €5.0 million. The fair value of these at 30th April, 2013 was a liability of £192,000 (being assets totalling £78,000, and liabilities totalling £270,000). The Group also has a number of forward contracts not designated as cash flow hedges, and therefore recorded at fair value through profit or loss. The nominal value of these contracts at 30th April, 2013 was US\$24.6 million, €14.0 million and INR263 million, the fair value of these at 30th April, 2013 was an asset of £547,000 (being assets totalling £731,000, and liabilities totalling £184,000).

The nominal value of forward exchange contracts used as hedges of forecast transactions at 30th April, 2012 was US\$20.0 million. The fair value of these at 30th April, 2012 were assets totalling £492,000. The Group also had a number of forward contracts not designated as cash flow hedges, and therefore recorded at fair value through profit or loss. The nominal value of these contracts at 30th April, 2012 was US\$40.4 million, €7.1 million and INR523 million, the fair value of these at 30th April, 2012 were liabilities totalling £347,000.

*Recognised assets and liabilities*

Changes in the fair value of forward exchange contracts that economically hedge monetary assets and liabilities in foreign currencies and for which no hedge accounting is applied are recognised in the income statement. Both the changes in fair value of the forward contracts and the foreign exchange gains and losses relating to the monetary items are recognised as part of administrative expenses.

**Interest rate swaps**

The Group uses interest rate swaps contracts to manage its exposure to interest rate movements on its bank borrowings. The nominal value of these contracts at the year end was £5 million (2012: £5 million).

The fair value of swaps entered into at 30th April, 2013 was estimated at £777,000 liability (2012: £799,000 liability). Of these swaps, the fair value of those designated as cash flow hedges at 30th April, 2013 was £777,000 liability (2012: £799,000 liability).

**Derivative financial instruments**

For cash flow hedges the following table sets out the periods when the cash flows are expected to occur and when they are expected to affect profit or loss:

					2013					
					Periods in which cash flows and profits are expected to occur					
					Carrying amount £'000	Expected cash flow £'000	Within 1 year £'000	Between		Over 5 years £'000
								1 and 5 years £'000	5 years £'000	
<b>Forward exchange contracts</b>										
Assets	...	...	...	...	78	78	78	-	-	-
Liabilities	...	...	...	...	(270)	(270)	(270)	-	-	-
<b>Interest rate swaps</b>										
Liabilities	...	...	...	...	(777)	(777)	(227)	(550)	-	-
					<u>(969)</u>	<u>(969)</u>	<u>(419)</u>	<u>(550)</u>	<u>-</u>	<u>-</u>

					2012					
					Periods in which cash flows and profits are expected to occur					
					Carrying amount £'000	Expected cash flow £'000	Within 1 year £'000	Between		Over 5 years £'000
								1 and 5 years £'000	5 years £'000	
<b>Forward exchange contracts</b>										
Assets	...	...	...	...	492	492	492	-	-	-
Liabilities	...	...	...	...	-	-	-	-	-	-
<b>Interest rate swaps</b>										
Liabilities	...	...	...	...	(799)	(799)	(180)	(619)	-	-
					<u>(307)</u>	<u>(307)</u>	<u>312</u>	<u>(619)</u>	<u>-</u>	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**20. Financial risk management** (continued)

**d) Capital management** (continued)

**Derivative financial instruments** (continued)

**Sensitivity analysis**

The Group has calculated the following sensitivities based on available data from forward contract markets for the principal foreign currencies in which the Group operates. Given recent fluctuations in rates, it is deemed sensible to provide the quantum for a 1% change in rates to aid understanding. These figures can be extrapolated proportionately to obtain an estimate of the impact of large movements.

	<b>2013</b>	2012
	<b>£'000</b>	£'000
<b>Impact on equity</b>	<b>(Profit)/loss</b>	(Profit)/loss
1% increase in US Dollar fx rate against pound sterling ... ..	<b>(312)</b>	(124)
1% increase in Euro fx rate against pound sterling ... ..	<b>(43)</b>	–
1% decrease in US Dollar fx rate against pound sterling ... ..	<b>312</b>	124
1% decrease in Euro fx rate against pound sterling ... ..	<b>43</b>	–
	<hr/>	<hr/>
<b>Impact on profit or loss</b>		
1% increase in US Dollar fx rate against pound sterling ... ..	<b>(160)</b>	(244)
1% increase in India Rupee fx rate against pound sterling ... ..	<b>36</b>	62
1% increase in Euro fx rate against pound sterling ... ..	<b>(120)</b>	(58)
1% decrease in US Dollar fx rate against pound sterling ... ..	<b>160</b>	244
1% decrease in India Rupee fx rate against pound sterling ... ..	<b>(36)</b>	(62)
1% decrease in Euro fx rate against pound sterling ... ..	<b>120</b>	58
	<hr/>	<hr/>

The Group has calculated the following sensitivities based on available data from forward markets for fixed and floating interest rates. Management believe that these reflect the most probable rate movements.

	<b>2013</b>	2012
	<b>£'000</b>	£'000
<b>Impact on equity</b>		
1% increase in base rate of interest ... ..	<b>(248)</b>	(211)
	<hr/>	<hr/>
<b>Impact on profit or loss</b>		
1% increase in base rate of interest ... ..	–	–
	<hr/>	<hr/>

**e) Total financial assets and liabilities**

The table below sets out the Group's accounting classification of each class of financial assets and liabilities, and their fair values at 30th April, 2013 and 30th April, 2012.

	<b>30th April, 2013</b>		<b>30th April, 2012</b>	
	<b>Carrying amount</b>	<b>Fair value</b>	Carrying amount	Fair value
	<b>£'000</b>	<b>£'000</b>	£'000	£'000
<b>Financial assets</b>				
Cash and cash equivalents ... ..	<b>5,514</b>	<b>5,514</b>	5,778	5,778
<b>Loans and receivables</b>				
Trade receivables ... ..	<b>30,870</b>	<b>30,870</b>	21,094	21,094
Other receivables and prepayments... ..	<b>4,083</b>	<b>4,083</b>	3,240	3,240
<b>At fair value through profit or loss</b>				
Derivative financial assets not designated in a cash flow hedge relationship ... ..	<b>731</b>	<b>731</b>	915	915
<b>Designated cash flow hedge relationships</b>				
Derivative financial assets designated and effective as cash flow hedging instruments	<b>78</b>	<b>78</b>	492	492
<b>Total financial assets...</b> ... ..	<hr/> <b>41,276</b>	<hr/> <b>41,276</b>	<hr/> 31,519	<hr/> 31,519

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**20. Financial risk management** (continued)

**e) Total financial assets and liabilities** (continued)

**Financial liabilities**

**Financial liabilities at amortised cost**

	30th April, 2013		30th April, 2012	
	Carrying amount £'000	Fair value £'000	Carrying amount £'000	Fair value £'000
Bank overdraft ... ..	77	77	759	759
Trade payables ... ..	15,479	15,479	15,734	15,734
Other payables (current) ... ..	9,195	9,195	6,772	6,772
Deferred consideration (current) ... ..	500	500	3,256	3,256
Finance lease liabilities ... ..	1,059	1,059	679	679
Bank loans ... ..	17,973	17,973	16,007	16,007
Warranty provisions ... ..	862	862	1,225	1,225
Corporation tax ... ..	2,423	2,423	2,278	2,278
<b>At fair value through profit or loss</b>				
Derivative financial liabilities not designated in a cash flow hedge relationship ... ..	184	184	1,262	1,262
<b>Designated cash flow hedge relationships</b>				
Derivative financial liabilities designated and effective as cash flow hedging instruments	1,047	1,047	799	799
<b>Total financial liabilities</b> ... ..	<b>48,799</b>	<b>48,799</b>	<b>48,771</b>	<b>48,771</b>

Derivative financial assets and liabilities fair values in the above table are derived using Level 2 inputs as defined by IFRS 7 as detailed in the paragraph below. All other financial assets and liabilities fair values are determined using Level 3 inputs.

IFRS 7 requires that the classification of financial instruments at fair value be determined by reference to the source of inputs used to derive the fair value. This classification uses the following three-level hierarchy: Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Under IAS 39, all derivative financial instruments not in a hedge relationship are classified as derivatives at fair value through profit or loss. The Group does not use derivatives for speculative purposes. All transactions in derivative financial instruments are underpinned by firm orders from customers or to suppliers or where there is a high degree of certainty that orders will be received.

For short term cash and cash equivalents, trade and other receivables, trade and other payables and floating rate borrowings, the fair values are the same as carrying value. For fixed rate borrowings, forward currency contracts and interest rate instruments fair values have been calculated by discounting the cash flows at prevailing appropriate market rates. Other assets reflect management's estimate of value on an appropriate basis.

**21. Operating leases**

Non-cancellable operating lease rentals are payable as follows:

	Land and buildings £'000	Other £'000	Total 2013 £'000	Total 2012 £'000
Less than one year ... ..	307	45	352	305
Between one and five years ... ..	344	78	422	522
	<b>651</b>	<b>123</b>	<b>774</b>	<b>827</b>

**22. Capital commitments**

Contracted capital commitments at 30th April, 2013 for which no provision has been made in these financial statements were £6,005,000 (2012: £450,000). The Board has approved a further £5,821,000 (2012: £Nil) of capital expenditure which has not yet been contracted for, and for which no provision has been made in these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**23. Guarantees and contingencies**

	<b>Total £'000</b>	<b>Number of contracts</b>
Year ended		
<b>30th April, 2013</b> ... ..	<b>13,636</b>	<b>383</b>
30th April, 2012 ... ..	10,162	283

The Group has issued bank backed guarantee and bond commitments principally in order to secure its contracts.

**24. Subsequent events**

After the balance sheet date an ordinary dividend of 35.290p and an extraordinary dividend of 17.654p per qualifying ordinary share were proposed by the Directors (2012: ordinary dividend of 32.082p, extraordinary dividend Nil).

The current year proposed ordinary dividend of £2,541,000 and extraordinary dividend of £1,270,000 have not been provided for within these financial statements (2012: proposed ordinary dividend of £2,310,000 was not provided for within the comparative figures).

**25. Acquisitions**

The Group made two small acquisitions during the year ended 30th April, 2012 to complement existing operations, with JSR Technology Limited added to the mechanical engineering division in August 2011 following the purchase of 75% of the ordinary shares, and Sandersfire International Limited added to the refractories engineering division in May 2011, following the purchase of 100% of the ordinary shares. JSR Technology Limited will generate synergy savings and reduce reliance on key suppliers; Sandersfire International Limited will add additional and complementary product lines. The consolidated net profit for the year ended 30th April, 2012 included 8 months net profit before tax of JSR Technology Limited of £Nil and 12 months net profit before tax of Sandersfire International Limited of £87,000. If both acquisitions had occurred on the first day of the accounting period for the year ended 30th April, 2012, Group revenue would have increased by a further £131,000 and net profit would have decreased by £45,000.

	<b>Acquired net assets at the acquisition date Recognised values £'000</b>	<b>Fair value adjustments £'000</b>	<b>Carrying Amounts £'000</b>
<b>JSR Technology Limited</b>			
Brand name ... ..	-	228	228
Order book ... ..	-	17	17
Property plant and equipment ... ..	39	-	39
Inventories ... ..	72	-	72
Trade and other receivables (net provision of £16,000) ... ..	161	-	161
Cash and cash equivalents ... ..	2	-	2
Overdraft ... ..	(34)	-	(34)
Trade and other payables ... ..	(227)	-	(227)
Deferred tax ... ..	(8)	(59)	(67)
Finance leases ... ..	(13)	-	(13)
Net identifiable assets and liabilities ... ..	<u>(8)</u>	<u>186</u>	<u>178</u>
Purchase consideration – cash ... ..			<u>237</u>
Goodwill arising ... ..			<u>59</u>
<b>Sandersfire International Limited</b>			
Brand name ... ..	-	450	450
Inventories ... ..	26	-	26
Trade and other receivables ... ..	62	-	62
Cash and cash equivalents ... ..	77	-	77
Trade and other payables ... ..	(79)	-	(79)
Deferred tax ... ..	2	(108)	(106)
Net identifiable assets and liabilities ... ..	<u>88</u>	<u>342</u>	<u>430</u>
Purchase consideration – deferred ... ..			<u>338</u>
Purchase consideration – cash ... ..			<u>310</u>
Goodwill arising ... ..			<u>218</u>

The fair value adjustments include adjustments to reflect the valuation of intangible assets such as brand names, intellectual property and order books. At the same time, deferred tax has been recognised on these intangibles in accordance with the requirements of IAS 12 "Income Taxes".

## NOTES TO THE FINANCIAL STATEMENTS *(continued)*

### **26. Accounting estimates and judgements**

#### **(a) Recoverability of assets / impairment calculations**

The Group's Directors review the appropriateness of the carrying values of its non-current and current assets.

With regards to the non-current assets, the Directors are of the opinion that the goodwill at the year end remains unimpaired as the underlying performance of the subsidiaries giving rise to this goodwill is sufficiently profitable to merit no impairment.

With regard to property, plant and equipment, the Directors continue to make reference in the Directors' Report that, in their opinion, the value of the Group's freehold land and buildings is in excess of the values disclosed in the balance sheet. With regard to plant and equipment, the Directors consider that the depreciation rates applied are sufficient, taking into account both the expected lifespan of the plant and equipment and also the demand in the marketplace for the goods that the plant produces.

With regard to current assets, the Directors look at the carrying values as stated in the balance sheet and make full provision for any assets on which there is a high degree of probability that full conversion of such assets into cash is unlikely.

#### **(b) Derivatives**

As stated in note 1, under derivative financial instruments and hedging, the Group has applied the provisions of IAS 39 with respect to hedge accounting for its effective cash flow hedging on foreign exchange transactions. For the most part, the hedges are underpinned by firm orders and the balance relating to forecast activities are relatively small given the Group's normal order inputs in these currencies. In addition to the foreign exchange hedging the Group has also cash flow hedged its interest rate swap derivative.

#### **(c) Acquisitions**

Note 10 contains information about intangible assets recognised on acquisition. These primarily relate to existing contracts, brand names and customer lists. In determining the fair value of assets acquired under business combinations, including the valuation of other intangibles, a number of estimates are made. These estimates include the expected life spans of the products underpinning the purchases together with the returns expected and the risk attaching to those returns.

#### **(d) Deferred taxation**

Deferred taxation has been estimated using the best information available, including seeking the opinions of independent experts when applicable.

# GOODWIN PLC

## COMPANY BALANCE SHEET

At 30th April, 2013

	Note	2013 £'000	2012 £'000
<b>FIXED ASSETS</b>			
Intangible assets ... ..	C4	780	1,044
Tangible assets ... ..	C5	17,934	13,557
Investments ... ..	C6	17,518	16,318
		<b>36,232</b>	<b>30,919</b>
<b>CURRENT ASSETS</b>			
Debtors ... ..	C7	28,089	27,100
Cash at bank and in hand ... ..		1,686	831
		<b>29,775</b>	<b>27,931</b>
<b>CREDITORS:</b> amounts falling due within one year ... ..	C8	<b>(5,752)</b>	<b>(10,382)</b>
<b>NET CURRENT ASSETS</b> ... ..		<b>24,023</b>	<b>17,549</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> ... ..		<b>60,255</b>	<b>48,468</b>
<b>CREDITORS:</b> amounts falling due after more than one year ... ..	C9	<b>(16,776)</b>	<b>(14,868)</b>
<b>PROVISIONS FOR LIABILITIES</b> ... ..	C10	<b>(265)</b>	<b>(1,768)</b>
<b>NET ASSETS</b> ... ..		<b>43,214</b>	<b>31,832</b>
<b>CAPITAL AND RESERVES</b>			
Called up share capital ... ..	C11	720	720
Hedge reserve ... ..	C12	(598)	(608)
Profit and loss account ... ..	C12	43,092	31,720
<b>TOTAL SHAREHOLDERS' FUNDS</b> ... ..		<b>43,214</b>	<b>31,832</b>

These financial statements were approved by the board of Directors on 26th July, 2013 and signed on its behalf by:

J. W. GOODWIN  
Director

R. S. GOODWIN  
Director

Registered Company Number: 305907

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### C1 UK GAAP accounting policies

#### Principal accounting policies

The Company has elected to prepare its financial statements under UK GAAP.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to these financial statements.

#### Basis of accounting

The financial statements have been prepared under the historical cost accounting rules, except for derivatives which are valued at fair value, and in accordance with applicable Accounting Standards.

The Company is exempt under S408(3) Companies Act 2006 from the requirement to present its own profit and loss account.

In accordance with FRS 1, the Company is exempt from preparing its own cash flow statement. In accordance with FRS 8 "Related parties", the Company is exempt from disclosing transactions with its subsidiaries.

The Company has adopted the requirements of FRS 29 and has taken the exemption under that standard from disclosure on the grounds that the Group financial statements contain disclosures in compliance with IFRS 7.

#### Investment in subsidiary undertakings

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less amounts written off for impairment.

#### Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains and losses on translation are included in the profit and loss account.

#### Intangible fixed assets and amortisation

Intangible assets acquired as part of an acquisition are capitalised at their fair value where this can be measured reliably.

Manufacturing rights, brand names and customer lists purchased by the Company are amortised to nil by equal annual instalments over their useful economic lives, generally their respective unexpired periods, of between 6 and 15 years.

#### Tangible fixed assets and depreciation

Depreciation is calculated so as to write down the cost of fixed assets to their anticipated residual value over their estimated useful lives. The method of calculation and the annual rates applied are as follows:

Freehold land ... ..	Nil
Freehold buildings ... ..	2% on cost
Plant and machinery ... ..	10% to 25% on reducing balance or 25% on cost
Motor vehicles... ..	15% or 25% on reducing balance
Fixtures and fittings ... ..	25% on reducing balance

Assets in the course of construction are not depreciated.

#### Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Except where otherwise required by accounting standards, full provision without discounting is made for all timing differences which have arisen but not reversed at the balance sheet date.

The Company does not make a deferred tax provision for the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries. No liability has been recognised in respect of these differences both on the grounds of materiality and because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

Temporary differences arising in connection with interests in associates and joint ventures are insignificant.

#### Leasing

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 over its estimated useful life, or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

All other leases are accounted for as "operating leases" and the rental charges are charged to the profit and loss account on a straight line basis over the life of the lease.

#### Financial Instruments

The Company uses financial instruments to manage financial risks associated with the Group's underlying business activities and the financing of those business activities. The Company does not undertake any trading in financial instruments.

Derivatives are initially recognised at fair value on the date that the contract is entered into and subsequently re-measured in future periods at their fair value. The method of recognising the resulting change in fair value is dependent on whether the derivative is designated as a hedging instrument.

The fair value of interest rate swaps is the estimated amount that the Company would receive or pay to terminate the swaps at the balance sheet date, taking into account current interest rates and the current credit worthiness of the swap counterparties.



**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**C2 Profit for the financial year**

The Company's profit for the financial year was £13,682,000 (2012: £6,078,000).

Included in profit before taxation are the following:

Fees receivable by the auditors and their associates in respect of:	<b>2013</b>	2012
	<b>£'000</b>	£'000
Audit of these financial statements	<b>16</b>	16

Amounts paid to the Company's auditor in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis (see note 3 of the Group accounts).

**C3 Directors' costs**

Details of Directors' remuneration are set out in the Directors' Remuneration Report on pages 10 to 12.

**C4 Intangible fixed assets**

	<b>Brand Name and customer list £'000</b>	<b>Manufacturing rights £'000</b>	<b>Intellectual Property Rights and Non-Compete £'000</b>	<b>Total £'000</b>
<b>Cost</b>				
At beginning and end of year	880	827	594	2,301
<b>Amortisation</b>				
At beginning of year	596	257	404	1,257
Charged in year	110	55	99	264
At end of year	706	312	503	1,521
<b>Net book value</b>				
<b>At 30th April, 2013</b>	<b>174</b>	<b>515</b>	<b>91</b>	<b>780</b>
At 30th April, 2012	284	570	190	1,044

The brand name and customer list reflects the purchase of an intangible asset to assist an existing manufacturing process at one of the Group's subsidiaries. The manufacturing rights brought forward reflect the payment in a previous period for an irrevocable licence for the Goodwin Group to manufacture the Noreva range of nozzle check valves in the UK. These rights will be amortised over 15 years in line with the expected life of the asset with appropriate royalties being charged to the UK subsidiary carrying on the manufacturing of the valves. The intangible asset, being in effect an inter company transaction, does not feature in the Group accounts as an intangible asset.

**C5 Tangible fixed assets**

	<b>Freehold land and buildings £'000</b>	<b>Plant and machinery £'000</b>	<b>Fixtures and fittings £'000</b>	<b>Assets in course of construction £'000</b>	<b>Total £'000</b>
<b>Cost</b>					
At beginning of year	10,666	8,844	1,593	-	21,103
Additions	1,051	682	124	3,270	5,127
At end of year	11,717	9,526	1,717	3,270	26,230
<b>Depreciation</b>					
At beginning of year	1,688	4,797	1,061	-	7,546
Charge for year	93	547	110	-	750
At end of year	1,781	5,344	1,171	-	8,296
<b>Net book value</b>					
<b>At 30th April, 2013</b>	<b>9,936</b>	<b>4,182</b>	<b>546</b>	<b>3,270</b>	<b>17,934</b>
At 30th April, 2012	8,978	4,047	532	-	13,557

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

	<b>Shares in associated undertakings</b>	<b>Shares in Group undertakings</b>
	£'000	£'000
<b>C6 Fixed asset investments</b>		
<b>Cost and net book value</b>		
At beginning of year ... ..	277	16,041
Additions ... ..	–	1,200
<b>At end of year</b> ... ..	<b>277</b>	<b>17,241</b>
During the year, the Company invested a further £1,200,000 in Goodwin International Limited. A list of principal subsidiaries is given in note 11 of the Group accounts.		
<b>C7 Debtors</b>	<b>2013 £'000</b>	2012 £'000
Trade debtors ... ..	–	–
Amounts owed by Group undertakings...	<b>27,315</b>	25,533
Other debtors ... ..	<b>395</b>	305
Corporation tax ... ..	–	932
Derivative valuations... ..	<b>268</b>	272
Prepayments and accrued income ... ..	<b>111</b>	58
	<b>28,089</b>	27,100
<b>C8 Creditors: amounts falling due within one year</b>	<b>2013 £'000</b>	2012 £'000
Bank loans and overdrafts ... ..	<b>87</b>	917
Amounts owed to Group undertakings ... ..	<b>2,072</b>	3,885
Finance lease liabilities ... ..	<b>353</b>	209
Other taxation and social security ... ..	<b>280</b>	192
Derivative valuations... ..	<b>953</b>	799
Intra-Group derivatives ... ..	<b>92</b>	272
Deferred consideration on acquisitions ... ..	<b>500</b>	3,256
Accruals and deferred income ... ..	<b>1,381</b>	852
Corporation tax ... ..	<b>34</b>	–
	<b>5,752</b>	10,382
<b>C9 Creditors: amounts falling due after more than one year</b>	<b>2013 £'000</b>	2012 £'000
Bank loans ... ..	<b>16,168</b>	14,414
Finance lease liabilities ... ..	<b>608</b>	454
	<b>16,776</b>	14,868
<b>C10 Provisions for liabilities</b>		<b>2013 £'000</b>
<b>Deferred taxation</b>		1,768
At beginning of year ... ..		(1,109)
Credit to the profit and loss for the year ... ..		(394)
Credit to the hedging reserve for the year ... ..		<b>265</b>
<b>At end of year</b> ... ..		<b>265</b>
The elements of deferred taxation are as follows:		
	<b>2013 £'000</b>	2012 £'000
Difference between accumulated depreciation and amortisation and capital allowances ... ..	<b>644</b>	1,753
Taxation on derivative financial instruments ... ..	<b>(379)</b>	15
	<b>265</b>	1,768

**NOTES TO THE FINANCIAL STATEMENTS** (continued)

**C11 Called up share capital**

	<b>2013</b>	2012
	<b>£'000</b>	£'000
<b>Authorised, allotted, called up and fully paid:</b>		
7,200,000 ordinary shares of 10p each ... ..	<b>720</b>	720

**C12 Share capital and reserves**

	<b>Share capital</b>	<b>Hedge reserve</b>	<b>Profit and loss account</b>	<b>2013 Total</b>	2012 Total
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	£'000
At beginning of year ... ..	<b>720</b>	<b>(608)</b>	<b>31,720</b>	<b>31,832</b>	27,996
Profit for the year ... ..	-	<b>10</b>	<b>13,682</b>	<b>13,692</b>	5,936
Dividends ... ..	-	-	<b>(2,310)</b>	<b>(2,310)</b>	(2,100)
At end of year ... ..	<b>720</b>	<b>(598)</b>	<b>43,092</b>	<b>43,214</b>	31,832

**C13 Contingent liabilities**

The Company is jointly and severally liable for value added tax due by other members of the Group amounting to £Nil (2012: £Nil).

**C14 Commitments**

Contracted capital commitments at 30th April, 2013 for which no provision has been made in these financial statements were £6,005,000 (2012: £Nil). The Board have approved a further £5,821,000 of capital expenditure which has not yet been contracted for, and for which no provision has been made in these financial statements (2012: £Nil).

**C15 Subsequent events**

Apart from the dividends declared after the balance sheet date (see note C16), no significant events have occurred after the balance sheet date.

**C16 Dividends**

	<b>2013</b>	2012
	<b>£'000</b>	£'000
Paid ordinary dividends during the year in respect of prior years		
32.082p (2012: 29.166p) per qualifying ordinary share ... ..	<b>2,310</b>	2,100
	<b>2,310</b>	2,100

After the balance sheet date an ordinary dividend of 35.290p and an extraordinary dividend of 17.645p per qualifying ordinary share were proposed by the Directors (2012: ordinary dividend of 32.082p, extraordinary dividend of Nil).

The proposed current year ordinary dividend of £2,541,000 and current year extraordinary dividend of £1,270,000 have not been provided for within these financial statements (2012: proposed ordinary dividend of £2,310,000 not provided for within the comparative figures).