

INFAST GROUP LIMITED

Report and Financial Statements

For the 53 weeks ended 3 January 2014

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COMPANIES HOUSE

Infast Group Limited

Registered No. 0030847

DIRECTORS

W R Banks
J Ellis-Rees

SECRETARY

J Ellis-Rees

AUDITORS

Ernst & Young LLP
400 Capability Green
Luton
LU1 3LU

REGISTERED OFFICE

Inspired
Easthamstead Road
Bracknell
RG12 1YQ

SOLICITORS

Baker & McKenzie LLP
100 New Bridge Street
London
EC4V 6AJ

BANKERS

HSBC
PO BOX 160
12A North Street
Guildford
GU1 4AF

STRATEGIC REPORT

The directors present their strategic report for the 53 week period ended 3 January 2014.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company acts as a holding company within the Anixter group of companies.

The directors report profit before taxation of £68,000 (2012 –£171,000) and profit on ordinary activities after tax of £31,000 (2012 –£116,000). The change in the net profit mainly results from the reduction in the foreign exchange gain on a loan with Anixter Inc and intercompany interest income.

PRINCIPAL RISKS AND UNCERTAINTIES

There are no particular risk associated with the company's operating result and financial conditions.

On behalf of the Board on



W R Banks
Date

24 July 2014

DIRECTORS' REPORT

The directors present their report and financial statements for the 53 weeks ended 3 January 2014.

RESULTS AND DIVIDENDS

The results for the period are set out in the profit and loss account on page 7. The directors do not recommend the payment of a dividend (2012 – £nil).

FUTURE DEVELOPMENTS

The company will continue to be a holding company.

DIRECTORS AND THEIR INTERESTS

The directors who served during the 53 weeks ended 3 January 2014 were as listed on page 1.

GOING CONCERN

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the sections above. The financial position of the company is shown on page 8.

As the company does not generate any cash it relies on the support of its immediate parent company Anixter International Limited. The support given to the company will continue for the foreseeable future.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, being at least 12 months from the approval of the accounts. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

EVENTS SINCE THE BALANCE SHEET DATE

In May 2014 Anixter Limited bought the entire share capital of Infast Group Limited from Anixter International Limited and is now the new immediate parent company.

DIRECTOR'S QUALIFYING THIRD PARTY INDEMNITY PROVISION

The company has granted an indemnity to its directors against liability in respect of proceedings brought by third parties, subject to conditions set out in section 234 the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

DISCLOSURE OF INFORMATION TO AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made inquiries of fellow directors and the group's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITORS

A resolution to reappoint Ernst & Young LLP as the company's auditor will be put to the forthcoming Annual General Meeting.

On behalf of the Board on


W R Banks

Date

24 July 2014

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INFASST GROUP LIMITED

We have audited the financial statements of Infast Group Limited for the 53 weeks ended 3 January 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 auditor

As explained more fully in the directors' responsibilities statement set out on page 4, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the report and financial statements to identify material inconsistencies with the audited financial statements to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 3 January 2014 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INFASST GROUP LIMITED
(CONTINUED)**

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records or return; 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.

Ernst & Young LLP

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Anup Sodhi (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
Luton

25 JUL 2014

.....
Date

PROFIT AND LOSS ACCOUNT

For the 53 weeks ended 3 January 2014

	<i>Notes</i>	<i>2013</i> <i>£000</i>	<i>2012</i> <i>£000</i>
Administrative Expenses		(70)	(37)
Other Operating Income		43	99
		<hr/>	<hr/>
OPERATING (LOSS)/PROFIT	2	(27)	62
Interest payable		(23)	(31)
Interest receivable		118	140
		<hr/>	<hr/>
Net interest receivable and similar charges	4	95	109
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		68	171
Tax on profit on ordinary activities	5	(37)	(55)
		<hr/>	<hr/>
RETAINED PROFIT FOR THE PERIOD	12	31	116
		<hr/> <hr/>	<hr/> <hr/>

All amounts relate to continuing operations.


There are no recognised gains and losses other than those presented in the profit and loss account.

BALANCE SHEET

As at 3 January 2014

	Notes	2013 £000	2012 £000
FIXED ASSETS			
Investments	6	-	-
		<u>-</u>	<u>-</u>
CURRENT ASSETS			
Cash at bank		1	1
Debtors	7	7,983	6,543
		<u>7,984</u>	<u>6,544</u>
CREDITORS: amounts falling due within one year	8	(1,742)	(54)
NET CURRENT ASSETS		<u>6,242</u>	<u>6,490</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>6,242</u>	<u>6,490</u>
CREDITORS: amounts falling due after one year	9	(840)	(1,119)
		<u>5,402</u>	<u>5,371</u>
CAPITAL AND RESERVES			
Called up share capital	11	22,869	22,869
Share premium account	12	9,800	9,800
Capital contribution	12	4,054	4,054
Merger reserve	12	28,491	28,491
Profit and loss account	12	(59,812)	(59,843)
	12	<u>5,402</u>	<u>5,371</u>

Approved by the Board on



W R Banks

Director

24 July 2014

NOTES TO THE FINANCIAL STATEMENTS

For the 53 weeks ended 3 January 2014

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. No cash flow statement has been presented in accordance with FRS 1 (revised) as the company is a wholly owned subsidiary of a company for which financial statements are publicly available.

As the company does not generate any cash it relies on the support of its immediate parent company Anixter International Limited. The support given to the company will continue for the foreseeable future.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue operating for the foreseeable future. For this reason the going concern basis continues to be adopted for preparing the accounts.

The company's ultimate parent undertaking is Anixter International Inc., a company registered in the United States, and copies of the group financial statements are available from 2301, Patriot Blvd, Glenview, Illinois 60025, USA. Accordingly consolidated accounts have not been prepared as permitted by s401 of the Companies Act 2006. The accounts therefore present information about the company as an individual undertaking and not about its group.

The company has adopted no new accounting standards in these financial statements. In accordance with FRS18, the directors have continued to review the accounting policies applied by the company. There have been no changes to accounting policies during the period.

Taxation

Corporation tax is provided on taxable profits at the rate ruling for the accounting period.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the Balance Sheet date where transactions or events have occurred at that date which will result in an obligation to pay more, or a right to pay less or to receive more, tax with the following exceptions:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing difference reverse, based on tax rates and laws enacted or substantially enacted at the Balance Sheet date.

Investments

Fixed asset investments are stated at cost less amounts written off where, in the opinion of the directors, there has been an impairment in the value of an investment.

Foreign currency translation

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or at the contracted rate if the transaction is covered by a foreign exchange contract. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rates of exchange ruling at the balance sheet date or, if appropriate, at the contract rate. All differences are taken to the profit and loss account.

2. OPERATING LOSS

This is stated after charging/(crediting):

	2013	2012
	£000	£000
Foreign exchange gain	(43)	(99)
HIG lease cost for the year	52	37
	<u> </u>	<u> </u>

All audit fees are borne by Anixter International Limited, another of the Anixter group of companies.

NOTES TO THE FINANCIAL STATEMENTS

For the 53 weeks ended 3 January 2014

3. DIRECTORS' EMOLUMENTS

The two directors of the company for the 53 weeks ended 3 January 2014 are also directors or officers of other companies within the Anixter International Inc. group from where they received remuneration for the services rendered. The directors' services to the company do not occupy a significant amount of their time. As such the directors do not consider that they have received any remuneration for their incidental services to the company for the periods ended 3 January 2014 or 30 December 2012.

The company had no employees during the current or preceding periods.

4. NET INTEREST RECEIVABLE AND SIMILAR CHARGES

	2013 £000	2012 £000
Interest payable to group companies	(4)	(5)
Bank interest payable	(19)	(26)
Interest payable	(23)	(31)
Interest receivable from group companies	118	140
	95	109

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of charge in the period

The tax charge is as follows:

	2013 £000	2012 £000
Current tax:		
UK corporation tax on profit of the period	13	48
Total current tax (note 5 (b))	13	48
Deferred tax:		
Origination and reversal of timing difference	15	-
Effect of changes in rate	9	7
Tax on profit on ordinary activities	37	55

NOTES TO THE FINANCIAL STATEMENTS

For the 53 weeks ended 3 January 2014

5. TAX ON PROFIT ON ORDINARY ACTIVITIES (Continued)

(b) Factors affecting current tax charge

The tax assessed for the period is lower than (2012: higher than) the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The differences are explained below:

	2013 £'000	2012 £'000
Profit on ordinary activities before tax	68	171
Profit on ordinary activities multiplied by standard rate of corporation tax of 23.25% (2012: 24.5%)	16	42
Expenses not deductible for tax purposes	12	6
Depreciation in excess of capital allowance	(15)	-
Total current tax (note 5 (a))	13	48

c) Deferred tax

The deferred taxation included in the balance sheet is as follows:

	2013 £000	2012 £000
Included in debtors (note 7):		
Decelerated capital allowances	60	84
At 30 December 2012	84	84
Deferred tax charge in the profit and loss account	(24)	-
At 3 January 2014	60	84

Capital losses carried forward in the company total £48.1 million (2012: £48.1 million). The related deferred tax asset of £9.6m (2012: £11.1m) is not being recognised on these losses on the basis that there is no expectation of future suitable profits against which these capital losses may be able to be offset.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability settled, based on tax rates that have been enacted or substantively enacted at the statement of financial position date.

(d) Factors that may affect future tax charges

The Finance Act 2013 was substantively enacted in July 2013 and included a reduction in the main rate of UK Corporation Tax to 21% from 1 April 2014 and to 20% from 1 April 2015. No further reductions to the rate of corporation tax have been announced. As these reductions to the rate were substantively enacted at the balance sheet date, the company has recognised deferred tax applying the rate at which it is expected the assets or liabilities will be realised i.e. deferred tax assets and liabilities have been calculated at a rate of 20%, as the timing differences are not expected to materially reverse off before 1 April 2015.

Infast Group Limited

NOTES TO THE FINANCIAL STATEMENTS

For the 53 weeks ended 3 January 2014

6. INVESTMENTS

£000

Cost:

As at 29 December 2012 and 3 January 2014

189

Amounts provided:

As at 29 December 2012 and 3 January 2014

(189)

Net book value:

As at 28 December 2012 and 3 January 2014

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Details of the investments in which the company held 20% or more of the nominal value of any class of share capital at the balance sheet date are listed below:

Name of company	Holding	Proportion of voting rights and shares held	Nature of Business
Subsidiary undertakings			
Haden Drysys S.A.	Ordinary shares	100%	Dormant company
HMH Pension Trustees Ltd	Ordinary shares	100%	Dormant company

HMH Fasteners Limited, Infast Subsidiary No 2 Limited and Industrial Fastener Supplies Unlimited were dissolved during 2013.

7. DEBTORS: amounts due to be received within one year

	2013 £000	2012 £000
Other debtors	78	75
Deferred tax asset (note 5 (c))	60	84
Prepayments and accrued income	40	49
Amounts owed by fellow subsidiary undertakings	7,805	6,335
	<u>7,983</u>	<u>6,543</u>

8. CREDITORS: amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to fellow subsidiary undertakings	1,701	6
Corporation tax	13	48
Accruals and deferred income	28	-
	<u>1,742</u>	<u>54</u>

Infast Group Limited

NOTES TO THE FINANCIAL STATEMENTS

For the 53 weeks ended 3 January 2014

9. CREDITORS: amounts falling due after more than one year

	2013 £000	2012 £000
Obligation on HIG lease (note 10)	840	1,119
	<u>840</u>	<u>1,119</u>

10. OBLIGATION ON HADEN INTERNATIONAL GROUP (HIG) LEASE

Prior to the acquisition of the company by Eagerport Ltd, the company had guaranteed the liabilities of Haden International Group, Inc. (HIG), the purchaser of its Process Engineering division in 1999, under the terms of the lease of its main operating facility.

In February 2006, HIG defaulted on their lease payments giving rise to an additional liability of £840,000 (2012: £1,119,000) (Note 9) to be borne by Infast Group Ltd.

11. SHARE CAPITAL

	Authorised		Allotted, called up and fully paid	
	2013 £000	2012 £000	2013 £000	2012 £000
Ordinary shares of 20p each	30,000	30,000	22,869	22,869

12. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital £000	Share premium £000	Merger reserve £000	Capital contribution £000	Profit and loss account £000	Total shareholders' funds £000
At 31 December 2011	22,869	9,800	28,491	4,054	(59,959)	5,255
Profit for the period	-	-	-	-	116	116
At 28 December 2012	22,869	9,800	28,491	4,054	(59,843)	5,371
Profit for the period	-	-	-	-	31	31
At 3 January 2014	<u>22,869</u>	<u>9,800</u>	<u>28,491</u>	<u>4,054</u>	<u>(59,812)</u>	<u>5,402</u>

NOTES TO THE FINANCIAL STATEMENTS

For the 53 weeks ended 3 January 2014

13. CONTINGENT LIABILITIES

The company has entered into an unlimited multilateral guarantee arrangements guaranteeing the bank borrowings on other UK group undertakings.

The total amount of UK group bank overdrafts, including the company, at the year end was £768,000 (2012 £nil) and the total amount of group credit bank balances was £1,829,500 (2012 £684,000).

14. RELATED PARTIES

The company has taken advantage of the exemption allowed by Financial Reporting Standard 8 'Related Parties Disclosures'. As a 100% owned subsidiary undertaking, disclosure of transactions with other wholly owned group undertakings and investees of the group, qualifying as related parties, is not required.

15. ULTIMATE PARENT UNDERTAKING

The immediate parent company at the year end is Anixter International Limited, a company incorporated in the United Kingdom.

In May 2014 Anixter Limited bought the entire share capital of Infast Group Limited from Anixter International Limited. At the date of signing Anixter Limited is therefore the company's immediate parent.

The ultimate parent undertaking and controlling party is Anixter International Inc, a company incorporated in the United States of America. This is the largest group to consolidate the results of the company and copies of the group financial statements can be obtained through its website <http://www.anixter.com>.