Report and Financial Statements

31 March 2015

THURSDAY

19/11/2015 COMPANIES HOUSE

COMPANY INFORMATION

DIRECTOR

J G Harris

SECRETARY

AB Precision Holdings Limited

AUDITORS

Ernst & Young LLP No. 1 Colmore Square Birmingham B4 6HQ

BANKERS

HSBC Bank plc PO Box 68 130 New Street Birmingham B2 4JH

REGISTERED OFFICE

1 Fleets Lane Poole Dorset BH15 3BZ

STRATEGIC REPORT

Registered No: 889363

The director presents his strategic report for the year ended 31 March 2015.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company continues to be design and manufacture for mechanical and electronic engineering contracts.

On 29 May 2014, the ownership of the company was transferred to AB Precision Holdings Limited, a company under common control of the Director, as part of a group restructuring.

The profit for the year after taxation amounted to £967,419 (2014: £1,251,517). The main performance measures used by the company are sales, profits and cash generation.

Sales for the year were £12,755,901, an increase of 4.7% on the previous year (2014: £12,184,335). Automation showed a significant improvement with sales of £7,035,875 (2014: £4,706,600). Defence Equipment and Support sales at £647,801 (2014: £1,344,321) were affected by delays with the approvals process of a Governmental Department for a Secure Communications System. Explosive Ordinance Disposal sales at £3,608,613 (2014: £4,994,514) were affected by delays in customers' orders within the first half of the year. This sector received significant orders in the second half of the year. Handling, Special products and spares supply also showed improvement with sales of £1,463,611 (2014: £680,949).

After net interest receivable of £46,772 (2014: £76,847 net receivable), profit before tax was £1,156,572 (2014: £1,604,807).

A tax charge of £189,153 (2014: £353,290) was recorded, resulting in a profit after tax of £967,419 (2014: £1,251,517).

Cash balances at the year end were £1,583,371 (2014: £224,062).

FINANCIAL RISK MANAGEMENT POLICY

The company's principal financial instruments comprise cash and cash equivalents. The main purpose of these financial instruments is to provide finance for the company's operations. The company has various other financial assets and liabilities, including trade debtors and creditors and amounts owed to and by Group undertakings that arise directly from its operations.

The company enters into forward foreign currency contracts when appropriate, whose purpose is to manage the foreign currency risks arising from the company's operations.

It is, and has been throughout the period under review, the company's policy that no trading in financial instruments of a speculative nature shall be undertaken.

The principal risks associated with the company's financial assets and liabilities are set out below.

• Liquidity risk

The company aims to mitigate liquidity risk by managing cash generated by its operations. The company is party to a cross-guarantee securing certain banking facilities of other group companies.

• Foreign currency risk

The company has exposure to a number of foreign currencies through its purchases and sales of products. Exposure is principally to US dollars and Euros. The company takes out forward foreign currency contracts to mitigate this risk, consistent with the Group's policy of hedging against known and highly probable exposures for a 6-12 month forward period.

Approved by the Board of Directors and signed by order of the Board

J G Harris Director

11 November 2015

DIRECTOR'S REPORT

Registered No: 889363

The director presents his report together with financial statements for the year ended 31 March 2015.

DIRECTOR

The director holding office during the year and subsequent to the year end was as follows:-

Mr J G Harris

DIVIDENDS

No interim dividends were declared and paid during the year (2014: £3,894,719). The director does not propose the payment of a final dividend.

RESEARCH AND DEVELOPMENT

The company is committed to a policy of investment in the future both by acquisition of new capital equipment and by expenditure on innovative research and product development and improvement.

GOING CONCERN

The company is party to a cross guarantee of certain banking facilities of other related companies. On the basis that there is no current requirement to provide support under this cross guarantee, the director considers that the company has adequate resources to continue in operation for the foreseeable future. In forming this view, the director has reviewed budgets and other financial information. For this reason the director considers it appropriate to continue to adopt the going concern basis in preparing the accounts.

FUTURE DEVELOPMENTS

The company will continue to develop and update its product range to meet the evolving needs of its customers. Particular emphasis will be placed on Homeland Security products which form a significant part of its growing export market.

DIRECTOR'S STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

Having made enquiries of the company's auditors, the director confirms that:

- to the best of the director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware; and
- the director has taken all the steps a director might reasonably be expected to have taken to be aware
 of relevant audit information and to establish that the company's auditors are aware of that
 information.

AUDITORS

A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the forthcoming annual general meeting.

Approved by the Board of Directors and signed by order of the Board

J G Harris Director

11 November 2015

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STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The director is responsible for preparing the Strategic Report and Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AB PRECISON (POOLE) LIMITED

We have audited the financial statements of AB Precision (Poole) Limited for the year ended 31 March 2015 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 22. 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the director is 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 Strategic Report and the Director's Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AB PRECISON (POOLE) LIMITED (continued)

Opinion on other matters prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

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

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Christopher Voogd (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor

Birmingham

Date 11 November 2015

PROFIT AND LOSS ACCOUNT for the year ended 31 March 2015

	Notes	2015 £	2014 £
TURNOVER Cost of sales	2	12,755,901 (8,970,252)	12,184,335 (8,246,541)
GROSS PROFIT Other operating income and charges		3,785,649 (2,675,849)	3,937,794 (2,409,834)
OPERATING PROFIT Interest receivable Interest payable	3 4 5	1,109,800 51,487 (4,715)	1,527,960 78,624 (1,777)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	Ū	1,156,572	1,604,807
Tax charge on profit on ordinary activities	8	(189,153)	(353,290)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION TRANSFERRED TO RESERVES	16	967,419	1,251,517

All amounts relate to continuing operations.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains and losses other than the profit attributable to shareholders of the company of £967,419 in the year ended 31 March 2015 and the profit of £1,251,517 in the year ended 31 March 2014.

BALANCE SHEET at 31 March 2015

	Notes	2015 £	2014 £
FIXED ASSETS Tangible assets	9	220,569	174,154
CURRENT ASSETS Stocks Debtors: amounts falling due within one year Cash at bank and in hand	10 11	1,482,837 2,574,645 1,583,371 5,640,853	1,344,096 3,007,489 224,062 4,575,647
CREDITORS: amounts falling due within one year	12	(4,415,998)	(4,280,999)
NET CURRENT ASSETS		1,224,855	294,648
TOTAL ASSETS LESS CURRENT LIABILITIES		1,445,424	468,802
PROVISIONS FOR LIABILITIES AND CHARGES	13	(89,447)	(80,244)
CAPITAL AND RESERVES Called up share capital Profit and loss account	15 16	13,755	13,755 374,803
SHAREHOLDERS' FUNDS		1,355,977	388,558

The financial statements were approved by the Board of Directors and issued to the shareholders on 11 November 2015.

J G Harris Director

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NOTES TO THE FINANCIAL STATEMENTS

at 31 March 2015

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements of AB Precision (Poole) Limited were approved for issue by the Board of Directors on the date shown on the balance sheet.

The financial statements have been prepared in accordance with applicable UK accounting standards and under the historical cost convention.

Going Concern

The company is party to a cross guarantee of certain banking facilities of other related companies. On the basis that there is no current requirement to provide support under this cross guarantee, the director considers that the company has adequate resources to continue in operation for the foreseeable future. In forming this view, the director has reviewed budgets and other financial information. For this reason the director considers it appropriate to continue to adopt the going concern basis in preparing the accounts.

Depreciation

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets other than freehold land by equal annual instalments over their expected useful lives. The rates generally applicable are:

Plant and Machinery

- 10% to 25%

Leasehold land and buildings

- over the life of the lease

Revenue recognition

Revenue is recognised when the goods are despatched or the services provided. Where contracts allow for milestone claims, revenue is recognised upon completion of works or services provided in accordance with the contract.

Revenues and profits on long-term contracts are considered on an individual basis; however the majority are computed on the percentage of completion method, based on accumulated costs to date of each project, primarily by reference to labour hours and material costs. Profits are determined once the outcome of the contract can be assessed with reasonable certainty, after making reserves against all anticipated costs, including all possible warranty claims.

The excess of payments received and receivable, over amounts recorded as turnover, is recorded as payments received on account and included within creditors due within one year.

Stocks and Work-in-progress

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost includes appropriate works overheads. Where necessary provision is made for obsolete, slow moving and defective stocks.

Contracts

The costs on contracts not yet taken to the profit and loss account less related foreseeable losses are shown in stocks as work in progress. Advance payments with no associated production cost are disclosed under creditors as payments received on account.

Research and Development costs

Research and development expenditure is written off against profit in the year in which the expenditure arises.

NOTES TO THE FINANCIAL STATEMENTS at 31 March 2015

1. ACCOUNTING POLICIES (continued)

Deferred taxation

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

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 timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Exchange differences are dealt with through the profit and loss account.

Pensions

The company contributes to the pension arrangements of its employees who are members of a defined contribution scheme. The employer's contributions are charged to the profit and loss account in the period to which they relate.

Cash flow Statement

The company has not produced a cash flow statement as, at 31 March 2015, it was a wholly owned subsidiary of AB Precision Holdings Limited whose financial statements include a consolidated cash flow statement.

Leased assets

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight-line basis over the lease term.

2. TURNOVER

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts and relates to the continuing principal activity.

A geographical analysis of turnover by destination is as follows:

	2015	2014
	£	£
United Kingdom	3,558,587	3,640,811
Rest of Europe	6,803,144	4,454,183
USA and Canada	249,615	1,154,573
Rest of World	2,144,555	2,934,768
	12,755,901	12,184,335

3.	OPERATING PROFIT		
	This is stated after charging -	2015 £	2014 £
	Audit of the financial statements Depreciation - owned fixed assets Operating lease charges – land and buildings	20,500 59,823 169,250	23,130 31,497 169,250
	- other Research and development expenditure	75,452 107,186 ————	74,226 66,580
4.	INTEREST RECEIVABLE		
		2015 £	2014 £
	Bank interest receivable Interest receivable from HMRC	35,152 16,335	78,624
		51,487	78,624
5.	INTEREST PAYABLE		
		2015 £	2014 £
	Finance charges in respect of credit arrangements HMRC	2,163 2,404	1,777
	Bank interest	148	
		4,715	1,777
6.	STAFF COSTS Staff costs during the year were as follows:		
	Starr costs during the year were as follows.	2015 £	2014 £
	Wages and salaries Social security costs Other pension costs	3,281,242 632,853 104,179	3,080,851 348,796 92,835
		4,018,274	3,522,482
	The average number of employees of the company during the year was as f	follows:	
	The average number of employees of the company during the year was as i	2015 No.	2014 No.
	Manufacturing Administration, selling, distribution and assembly	65 9	62 9
		74	71

NOTES TO THE FINANCIAL STATEMENTS at 31 March 2015

7. DIRECTORS

No substantive qualifying services are provided by the director to the Company and it is not considered that the director received remuneration in the current year (2014: nil) in their capacity as director of the Company.

8. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) The tax charge is made up as follows:

	2015	2014
	£	£
Corporation tax	(143,570)	(141,840)
Group relief payable	(27,124)	(200,754)
Prior year corporation tax	(6,646)	•
Total current tax	(177,340)	(342,594)
Deferred taxation (note 14)	(11,813)	(10,696)
	(189,153)	(353,290)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is different from the standard rate of corporation tax in the UK of 21% (2014: 23%). The differences are reconciled below:

	2015 £	2014 £
Profit on ordinary activities before taxation	1,156,572	1,604,807
Profit on ordinary activities multiplied by standard rate of		
corporation tax in the UK of 21% (2014: 23%)	242,880	369,106
Expenses not deductible for tax purposes	7,520	3,742
Effect of tax rate changes	(590)	(6,676)
Other permanent differences	(63,873)	(12,130)
(Accelerated) capital allowances	(13,730)	(11,448)
Other timing differences	1,917	-
Prior year corporation tax	6,646	-
Income not chargeable to tax	(3,430)	-
Total current tax (note 8(a))	177,340	342,594

(c) Factors affecting future tax charge

The Chancellor has announced that the main UK corporation tax rate will be reduced to 20% from 1 April 2015. This reduction was included within the Finance Act that was enacted on 17 July 2013. He also announced in his 2015 Summer Budget on 8 July 2015 that the rate will be cut to 19% in April 2017 and to 18% in 2020.

These changes will impact the future tax liabilities of the company.

9. TANGIBLE FIXED ASSETS

		Land and Buildings £	Plant and Machinery £	Total £
	Cost:	*	2	a.
	At 31 March 2014	305,286	429,181	734,467
	Additions	12,260	93,978	106,238
	Disposals		(72,928)	(72,928)
	At 31 March 2015	317,546	450,231	767,777
	Depreciation:			
	At 31 March 2014	193,301	367,012	560,313
	Provided in the year	23,468	36,355	59,823
	Disposals	-	(72,928)	(72,928)
	At 31 March 2015	216,769	330,439	547,208
	Net book value:			
	At 31 March 2015	100,777	119,792	220,569
	At 31 March 2014	111,985	62,169	174,154
10.	STOCKS			
			2015 £	2014 £
			*	۷
	Work in progress		839,766	846,053
	Finished goods and goods for resale		643,071	498,043
			1,482,837	1,344,096
11.	DEBTORS: amounts falling due within one year			
			2015	2014
			£	£
	Trade debtors		2,235,027	2,885,498
	Amount due from other group companies		20,325	20,364
	Prepayments, accrued income and other debtors		319,293	101,627
			2,574,645	3,007,489

NOTES TO THE FINANCIAL STATEMENTS at 31 March 2015

12. CREDITORS: amounts falling due

	2015	2014
	£	£
	2,352,873	1,728,767
	73,842	192,355
	10,340	29,221
	432,823	710,950
	21,554	12,129
	1,524,566	1,607,577
	4,415,998	4,280,999
GES		
Provision for Warranties	Deferred Taxation	Total
£	£	£
75,223	5,021	80,244
(75,223)	-	(75,223)
· · · · · ·	-	-
72,613	11,813	84,426
72,613	16,834	89,447
	Warranties £ 75,223 (75,223) 72,613	2,352,873 73,842 10,340 432,823 21,554 1,524,566 4,415,998 ——— GES Provision for Deferred Taxation £ 75,223 (75,223) 72,613 11,813

The warranty provision represents the best estimate of the potential exposure to the company on customer claims against work carried out. It is expected that any transfer of economic benefits will occur within one year.

14. **DEFERRED TAXATION**

13.

				Deferred Taxation £
At 31 March 2014				5,021
Utilised during the year Provided during the year				11,813
At 31 March 2015				16,834
Deferred taxation in the financial statements a	nd the amounts no 2015	ot provided are Provided 2014 £	2015 £	Not provided 2014 £
Accelerated capital allowances	18,751	5,021	-	-
Other timing differences	(1,917)		-	-
Deferred tax liability/(asset) - Note 13	16,834	5,021	-	-
	===			===

15. SHARE CAPITAL

	2015 £	2014 £
Allotted, called up and fully paid: 13,755 ordinary shares of £1 each	13,755	13,755
		====

16. RESERVES AND RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Share capital £	Profit and loss account £	Total shareholders funds £
At 31 March 2013	13,755	3,018,005	3,031,760
Profit for the year	· -	1,251,517	1,251,517
Dividend	-	(3,894,719)	(3,894,719)
At 31 March 2014	13,755	374,803	388,558
Profit for the year Dividend	-	967,419	967,419
At 31 March 2015	13,755	1,342,222	1,355,977
			====

17. CONTINGENT LIABILITIES

As part of the normal process of trade, HSBC Bank PLC provides certain performance and advance payment guarantees required by some customers in relation to contracts entered into by the company. In turn, the company provides the bank with counter indemnities for the granting of such guarantees, which at the balance sheet date amounted to £289,549 (2014: £23,137).

The company has indemnified HSBC Bank PLC in connection with a duty deferment guarantee in favour of HM Revenue & Customs in the sum of £20,000 (2014: £20,000).

The Company is party to a cross guarantee in favour of HSBC Bank plc which secures the provision of certain banking facilities to various companies under common ownership. In August 2014, the companies cancelled the overdraft facility of £1,500,000 as this was no longer required. From that date, facilities comprise the provision of bonds and guarantees, foreign exchange trading and normal commercial banking facilities for receipts and payments together with a mortgage facility over one freehold property owned by a company under common ownership.

18. PENSIONS

The company operates a defined contribution group personal pension scheme for the benefit of employees. The charge in the year was £104,179 (2014: £92,835). At the year end there was a pension creditor of £17,861 (2014: £15,324) included with other creditors.

19. DERIVATIVES

The company has entered into forward foreign exchange contracts in the normal course of business in order to hedge against fluctuations in future exchange rates. As at 31 March 2015 the sterling equivalent of total amounts outstanding on such contracts was £nil (2014: £nil) and none of this relates to amounts included in debtors as at 31st March 2015 (2014: £nil).

20. LEASING COMMITMENTS

At 31 March 2015 the company had annual commitments under non-cancellable operating leases as set out below:

		2015		2014
	Land and buildings	Other	Land and buildings	Other
	£	£	£	£
Operating Leases which expire:				
In one year or less	-	17,383	-	18,714
Between one and five years	169,250	36,724	-	55,512
In five years or more	-	-	169,250	-
	169,250	54,107	169,250	74,226
	===			===

21. RELATED PARTY TRANSACTIONS

During the year, the company entered into transactions, in the ordinary course of business, with other related parties. Transactions entered into and the trading balances outstanding at 31 March 2015 are as follows:

	Expenses recharged to related party	Management fees charged by related party	Amount owed to/(from) related party
	£	£	£
Harris Watson Holdings Limited	59,400	190,000	-
			

As permitted by FRS 8 "Related Party Disclosures" the financial statements do not disclose transactions with the parent company and fellow subsidiaries where 100% of the voting rights are controlled within the group.

22. ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking and controlling party at 31 March 2015 and for which group financial statements are drawn up is AB Precision Holdings Limited, a company incorporated in Great Britain and registered in England and Wales.