Company Registration No. 01727326 (England and Wales)
A & A ELECTRICAL DISTRIBUTORS LIMITED ANNUAL REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

COMPANY INFORMATION

Directors Mr A M Warren

Mrs A K Warren

Secretary Mrs A K Warren

Company number 01727326

Registered office Crown House

151 High Road Loughton Essex IG10 4LG

Auditors Alwyns LLP

Crown House 151 High Road Loughton Essex IG10 4LG

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STRATEGIC REPORT

FOR THE YEAR ENDED 31 OCTOBER 2015

The Directors present the Annual Report for the year ended 31 October 2015.

Review of the business

During the year, turnover decreased to £12,008,894 (2014 - £12,803,118). This performance was achieved in a highly competitive market where the directors feel that the reputation for quality and service engendered by the company has helped to retain existing customers and attract new business.

The directors consider that the overall financial performance has been satisfactory given current market conditions.

The core business remains stable and the directors consider that the on-going development of new products and markets will lead to future revenue growth. In addition, the focus on research and development will leave the company well placed to meet the future needs of its customers and continue to evolve.

Principal risks and uncertainties facing the business

The directors continually monitor the key risks facing the company.

At the present time the directors believe that the key risks facing the business relate to the current economic situation, retention of key staff, competitiveness in the sector and the development of new and exciting new products.

The company continues to develop and sell a wide range of electrical products to an established customer base. It enjoys long standing relationships with both customers and suppliers, as well as having an experienced and knowledgeable workforce. It continues to expand its customer base, research and develop new products, and modernise its distribution and management processes.

Key performance indicators

The directors consider that the key financial performance indicators are those that communicate the financial performance and strength of the company as a whole, these being turnover, profit and cash reserves. The key non-financial performance indicators continue to be customer gains and retention.

On behalf of the board

Mrs A K Warren **Director** 25 July 2016

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 OCTOBER 2015

The directors present their report and financial statements for the year ended 31 October 2015.

Principal activities

The principal activity of the company continued to be that of electrical component distributors.

Results and dividends

The results for the year are set out on page 6.

Directors

The following directors have held office since 1 November 2014:

Mr A M Warren Mrs A K Warren

Financial instruments

Liquidity risk

The company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the company has sufficient liquid resources to meet the operating needs of the businesses.

Foreign currency risk

The company's principal foreign currency exposures arise from trading with overseas companies. Company policy permits but does not demand that these exposures may be hedged in order to fix the cost in sterling. This hedging activity involves the use of foreign exchange forward contracts.

Credit risk

Investments of cash surpluses, borrowings and derivative instruments are made through banks and companies which must fulfil credit rating criteria approved by the Board.

All customers who wish to trade on credit terms are subject to credit verification procedures. Trade debtors are monitored on an ongoing basis and provision is made for doubtful debts where necessary.

Auditors

Alwyns LLP were appointed auditors to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

Statement of directors' responsibilities

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

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

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

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

Statement of disclosure to auditors

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

On behalf of the board

Mrs A K Warren **Director** 25 July 2016

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF A & A ELECTRICAL DISTRIBUTORS LIMITED

We have audited the financial statements of A & A Electrical Distributors Limited for the year ended 31 October 2015 set out on pages 6 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 - 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit 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 Annual 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 October 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.

Opinion on other matter prescribed by the Companies Act 2006

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

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF A & A ELECTRICAL DISTRIBUTORS LIMITED

Matters on which we are required to report by exception

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

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

David Stanley (Senior Statutory Auditor) for and on behalf of Alwyns LLP

26 July 2016

Chartered Accountants Statutory Auditor

Crown House 151 High Road Loughton Essex IG10 4LG

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2015

	Notes	2015 £	2014 £
Turnover	2	12,008,894	12,803,118
Cost of sales		(6,826,817)	(7,086,773)
Gross profit		5,182,077	5,716,345
Administrative expenses		(2,378,198)	(5,591,246)
Operating profit	3	2,803,879	125,099
Other interest receivable and similar income Interest payable and similar charges	4 5	5, 1 91 -	17,474 (48)
Profit on ordinary activities before taxation		2,809,070	142,525
Tax on profit on ordinary activities	6	(64,506)	1,029,133
Profit for the year	16	2,744,564	1,171,658

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

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

BALANCE SHEET

AS AT 31 OCTOBER 2015

		20	15	20	14
	Notes	£	£	£	£
Fixed assets					
Tangible assets	7		120,417		118,337
Investments	8		13,326,268		12,973,268
			13,446,685		13,091,605
Current assets					
Stocks	9	544,503		493,354	
Debtors	10	3,610,576		3,850,742	
Cash at bank and in hand		5,837,470		3,836,613	
		9,992,549		8,180,709	
Creditors: amounts falling due within one year	11	(7,070,749)		(7,656,899)	
Net current assets			2,921,800		523,810
Total assets less current liabilities			16,368,485		13,615,415
Provisions for liabilities	12		(2,559,483)		(2,550,977)
			13,809,002		11,064,438
Capital and reserves					
Called up share capital	15		100		100
Other reserves	16		60,300		60,300
Profit and loss account	16		13,748,602		11,004,038
Shareholders' funds	17		13,809,002		11,064,438

Approved by the Board and authorised for issue on 25 July 2016

Mr A M Warren
Director
Mrs A K Warren
Director

Company Registration No. 01727326

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 OCTOBER 2015

	Notes	£	2015 £	£	2014 £
Net cash inflow/(outflow) from operating activities	23		2,407,421		(414,337)
Returns on investments and servicing of finance Interest received		5,191		17,474	
Interest paid					
Net cash inflow for returns on investments and servicing of finance			5,191		17,426
Taxation			(35,000)		(501,261)
Capital expenditure and financial investment Payments to acquire tangible assets		(23,755)		(68,269)	
Payments to acquire investments		(353,000)		-	
Net cash outflow for capital expenditure			(376,755)		(68,269)
Net cash inflow/(outflow) before management of liquid resources and financing			2,000,857		(966,441)
Increase/(decrease) in cash in the year	24, 25		2,000,857		(966,441)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2015

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

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

1.3 Turnover

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

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery 25% on reducing balance Motor vehicles 25% on reducing balance

1.5 Leasing

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

1.6 Fixed asset investments

Investments held as fixed assets are stated at cost, together with subsequent capital contributions where appropriate, less any provisions for impairment in value.

Investment income from investment in Limited Liability Partnerships is recognised in the financial statements when the company becomes entitled to its share of profits from the fixed asset investment.

1.7 Stock

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

1.8 Pensions

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

1.9 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.10 Share-based payments

In accordance with FRS 20, the value determined at the grant date of the shares is expensed on a straight-line basis to the profit and loss account over the vesting period based on the company's estimate of shares that will eventually vest.

The value is calculated using a generally accepted valuation methodology allowing for the lack of an observable market price as the company is an unlisted limited company.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2015

1 Accounting policies

(Continued)

1.11 Contributions to Qualifying Employee Share Ownership Trust (QUEST) and Share Incentive Plan

In accordance with UITF 38 contributions to the QUEST and SIP are not recognised in the profit and loss account until such time as the shares vest unconditionally with the employees. Until that time the investment in the shares of the holding company are shown as an investment.

1.12 Employee Benefit Trust

The company has an Employee Benefit Trust (EBT) for the benefit of certain employees. In accordance with UITF 32, until such time as the assets of the EBT vest unconditionally with the employees, the assets and liabilities of the EBT are included within the relevant assets and liabilities of the company.

1.13 Employer Financed Retirement Benefit Scheme (EFRBS)

In accordance with UITF Abstract 32 'Employee Benefit Trusts and other intermediate payment arrangements' the Company does not include the assets and liabilities of the Scheme on its balance sheet to the extent that it considers that it will not retain any future economic benefit from the assets of the Scheme and will not have control of the rights or other access to those future economic benefits.

2 Turnover

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

3	Operating profit	2015	2014
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	21,675	39,447
	Operating lease rentals	245,972	258,897
	Auditors' remuneration	10,800	10,500
	Employer Financed Retirement Benefit Scheme Contribution	-	2,500,000
4	Investment income	2015	2014
		£	£
	Bank interest	5,191	17,474
		5,191	17,474
5	Interest payable	2015	2014
		£	£
	On bank loans and overdrafts	-	48

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

2014 £	2015 £	Taxation
-	-	Domestic current year tax
36,000	56,000	U.K. corporation tax
36,000	56,000	Total current tax
		Deferred tax
2,990	8,506	Origination and reversal of timing differences
(1,068,123	-	Deferred tax adjustments arising in previous periods
(1,065,133	8,506	
(1,029,133	64,506	
142,525	2,809,070	Factors affecting the tax charge for the year Profit on ordinary activities before taxation
28,505	561,814	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.00% (2014 - 20.00%)
		Effects of:
3,948	3,032	Non deductible expenses
7,889	4,335	Depreciation add back
(4,765	(7,606)	Capital allowances
-	(499,000)	Utilisation of tax losses from fixed asset investment
423	(6,575) ———	Other tax adjustments
7,495	(505,814)	
36,000	56,000	Current tax charge for the year

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

7	Tangible fixed assets	Plant and	Motor	Total
		machinery	vehicles	_
	Cost	£	£	£
	At 1 November 2014	242 604	227.460	404 463
		243,694	237,469	481,163
	Additions	7,957 —————	15,798	23,755
	At 31 October 2015	251,651	253,267	504,918
	Depreciation			
	At 1 November 2014	225,120	137,706	362,826
	Charge for the year	3,525	18,150	21,675
	At 31 October 2015	228,645	155,856	384,501
	Net book value			
	At 31 October 2015	23,006	97,411	120,417
	At 31 October 2014	18,574	99,763	118,337
		 :		
8	Fixed asset investments			

8

	Share plans Other unlisted investments		Total
	£	£	£
Cost			
At 1 November 2014	12,973,268	-	12,973,268
Additions		353,000	353,000
At 31 October 2015	12,973,268	353,000	13,326,268
Net book value			
At 31 October 2015	12,973,268	353,000	13,326,268
At 31 October 2014	12,973,268	<u> </u>	12,973,268

The A & A 2000 Limited Qualifying Employee Share Ownership Trust (QUEST) was established to hold shares for the benefit of employees generally. The aim is the shares will be approached to employees on a long term basis when the founder shareholders retire or the business is sold.

The A & A 2000 Limited Share Incentive Plan (SIP) was established to purchase shares for the benefit of employees. On 23 October 2009 shares were awarded as disclosed in note 14.

The value of the shares at the grant date was £60,301. As A & A 2000 Limited is a private company there is no observable market price for the shares granted. Therefore, the value of the shares was measured using generally accepted valuation methodology which allowed for this.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2015

9	Stocks	2015 £	2014 £
	Finished goods and goods for resale	544,503 ———	493,354
10	Debtors	2015 £	2014 £
	Trade debtors Other debtors Prepayments and accrued income	2,473,819 1,063,410 73,347 3,610,576	2,729,526 1,063,410 57,806 3,850,742

At the year end the EBT has advanced loans of £1,054,830 (2014: £1,054,830) which are included within other debtors above.

11	Creditors: amounts falling due within one year	2015	2014
		£	£
	Trade creditors	1,978,789	1,811,524
	Amounts owed to parent and fellow subsidiary undertakings	1,570,724	1,570,724
	Corporation tax	57,000	36,000
	Other taxes and social security costs	359,748	378,307
	Directors' current accounts	3,054,611	3,345,612
	Accruals and deferred income	49,877	514,732
		7,070,749	7,656,899

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

12	Provisions for liabilities		
			Deferred tax liability £
	Balance at 1 November 2014 Profit and loss account		2,550,977 8,506
	Balance at 31 October 2015		2,559,483
	The deferred tax liability is made up as follows:		
		2015 £	2014 £
	Accelerated capital allowances Employee share trusts	8,506 2,550,977	4,383 2,546,594
		2,559,483	2,550,977
13	Retirement Benefits		
		2015 £	2014 £
	Contributions payable by the company for the year	205,448	2,975,210

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

14 Share-based payment transactions

The A & A 2000 Limited Share Incentive Plan (SIP) was established to reward employees with shares in the parent company.

On 23 October 2009 19,204 "A" ordinary shares of £0.01 each were awarded to the employees. The terms of the award are as follows:

- (a) The shares were awarded to any employee who had been employed by A&A Electrical Distributors Limited for 18 months
- (b) The shares were awarded to 58 employees in total
- (c) The vesting period is five years
- (d) The employee will lose their shares if they cease to be in Relevant Employment within three years from the date of the award, unless the employment ceased for one of the following reasons:
- 1. injury or disability;
- 2. redundancy;
- 3. transfer of employment to which the Transfer of Undertaking (Protection of Employment) Regulations 1981 apply;
- 4. charge of control of other circumstances ending the associated company status of the employer company;
- 5. retirement on or after reaching retirement age;
- 6. death.

In accordance with FRS 20, the value of the shares is expensed through the profit and loss account over the vesting period of five years.

15	Share capital	2015	2014
		£	£
	Allotted, called up and fully paid		
	100 ordinary shares of £1 each	100	100

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

16	Statement of movements on reserves		
		Other reserves	Profit
		(see below)	and loss
		£	account £
	Balance at 1 November 2014	60,300	11,004,038
	Profit for the year	-	2,744,564
	Balance at 31 October 2015	60,300	13,748,602
	Other reserves		
	Reserves provided for by the Articles of Association		
	Balance at 1 November 2014 & at 31 October 2015	60,300	
17	Reconciliation of movements in Shareholders' funds	2015 £	2014 £
	Profit for the financial year	2,744,564	1,171,658
	Opening Shareholders' funds	11,064,438	9,892,780
	Closing Shareholders' funds	13,809,002	11,064,438

18 Contingent liabilities

The company is a member of A.D. R&D LLP and is liable to contribute to the assets of the LLP in the event of a winding-up before 1st November 2020. The maximum liability in relation to this undertaking is £2,142,000. The company does not believe that a winding-up of the LLP is probable and has not made provision for the liability at the balance sheet date.

19 Financial commitments

At 31 October 2015 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 October 2016:

	Land and b	Land and buildings	
	2015	2014	
	£	£	
Operating leases which expire:			
Between two and five years	200,000	-	
In over five years	-	200,000	
	200,000	200,000	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2015

20	Directors' remuneration	2015 £	2014 £
	Remuneration for qualifying services	16,452	165,240
21	Employees		

Number of employees

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

	2015	2014
	Number	Number
Administration	16	17
Selling and distribution	40	43
Purchasing	4	4
	60	64
Francis and conta	2015	2014
Employment costs	2015 £	2014 £
Wages and salaries	1,504,837	1,712,960
Contributions and costs of SIP and QUEST schemes	205,448	475,210
	1,710,285	2,188,170

22 Control

The immediate and ultimate holding company was A & A 2000 Limited in both years. Mr A M Warren and Mrs A K Warren are considered to be the controlling parties.

23	Reconciliation of operating profit to net cash inflow/(outflow) from operating activities	2015	2014
		£	£
	Operating profit	2,803,879	125,099
	Depreciation of tangible assets	21,675	39,447
	(Increase)/decrease in stocks	(51,149)	12,321
	Decrease in debtors	240,166	180,254
	Decrease in creditors within one year	(607,150)	(771,458)
	Net cash inflow/(outflow) from operating activities	2,407,421	(414,337)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 OCTOBER 2015

Analysis of net funds	1 November 2014	Cash flowOth	ner non-cash31 changes	October 2015
	£	£	£	£
Net cash:				
Cash at bank and in hand	3,836,613	2,000,857	-	5,837,470
Net funds	3,836,613	2,000,857		5,837,470
Reconciliation of net cash flow to movement	in net funds		2015	2014
			£	£
Increase/(decrease) in cash in the year			2,000,857	(966,441)
Movement in net funds in the year			2,000,857	(966,441)
Opening net funds			3,836,613	4,803,054
Closing net funds			5,837,470	3,836,613
C N	Cash at bank and in hand Net funds Reconciliation of net cash flow to movement in net cash in the year Movement in net funds in the year Opening net funds	Net cash: Cash at bank and in hand 3,836,613 Net funds Reconciliation of net cash flow to movement in net funds Increase/(decrease) in cash in the year Movement in net funds in the year Opening net funds	Net cash: Cash at bank and in hand 3,836,613 2,000,857 Reconciliation of net cash flow to movement in net funds Increase/(decrease) in cash in the year Appening net funds E £ £ £ £ Appening net funds	E

26 Related party relationships and transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds.

At the year end the company owed the holding company £1,570,724 (2014: £1,570,724). The loan is interest free and under no formal terms.

The company leases its premises from its self administered pension scheme paying rent of £200,000 per annum. The lease expires in January 2021.

At the year end the company owed the directors £3,054,611 (2014: £3,345,612).

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