

Azlan Group Limited (Company only)

Directors' report and financial statements

For the year ended 31 January 2014

Registered number 2767939

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Financial Statements

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Directors' Report

The Directors of Azlan Group Limited have pleasure in presenting their report and the financial statements for the year ended 31 January 2014.

Principal activities

The principal activity of the Company is to act as a holding company.

Principal activities and review of the business

During the year, the Company acted as the holding company of a number of directly and indirectly owned subsidiaries as detailed in note 12. The majority of these have been disposed of to other companies within the Tech Data Group which acquired Azlan Group Limited on 31 March 2003. Due to the nature of the Company as a holding company, the Directors do not consider there to be any KPI's.

Principal risks and uncertainties

Due to the nature of the Company as a holding company, the Directors do not consider that there are any principal risks and uncertainties that require disclosure.

Dividends

The Directors do not recommend the payment of a final dividend for the year ended 31 January 2014 (2013: £Nil).

Directors & Directors Interest

The Directors who held office during the period are listed below:

JM Hodge
SD Russell (resigned 14 October 2013)

No Director had any beneficial interest in the share capital of the company during the year.

Auditors

Members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

By order of the Board



R Ollis
Company Secretary

29th October
2014

Registered office:
Redwood 2
Redwood
Crockford Lane
Chineham Business Park
Chineham
Basingstoke
Hampshire
United Kingdom
RG24 8WQ

Directors' Responsibilities Statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws 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). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss 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 proper accounting records that 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.

Profit and Loss Account
for the year ended 31 January 2014

		2014 £m	2013 £m
Loss on disposal of investments	2	-	-
		_____	_____
Loss on ordinary activities before taxation		-	-
Taxation	4	-	-
		_____	_____
Loss sustained for the year	10	-	-
		=====	=====

The profit and loss account presented on a historical cost basis would not be different from that shown above and therefore a note of historical cost profits and losses has not been presented. All of the results above are for continuing operations as defined in FRS 3 (Reporting financial performance).

The Company has no gains or losses in either the current or previous period other than those recognised in the profit and loss account.

Azlan Group Limited
Directors' report and financial statements
For the year ended 31 January 2014

Balance Sheet
as at 31 January 2014

	Note	2014 £m	2013 £m
Fixed assets			
Investments	5	51.3	51.3
Current assets			
Debtors	6	11.2	11.2
Creditors: amounts falling due within one year	7	(26.8)	(26.8)
Net current liabilities		(15.6)	(15.6)
Net assets		35.7	35.7
Capital and reserves			
Called up share capital	8	5.8	5.8
Share premium account	9	102.5	102.5
Revaluation reserve	9	0.5	0.5
Capital redemption reserve	9	0.1	0.1
Merger reserve	9	1.1	1.1
Profit and loss account	9	(74.3)	(74.3)
Equity shareholders' funds	10	35.7	35.7

For the year ending 31 January 2014 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities;

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the board of directors on 29th October 2014 and were signed on its behalf by:


J M Hodge
 Director

Notes to the Financial Statements
(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules. The Company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare group accounts.

Taxation

The charge for taxation is based on the profit or loss for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Related party transactions

The Company has taken advantage of the exemption in Financial Reporting Standard 8 from disclosing transactions with related parties that are part of the Tech Data group.

2 Loss on disposal of investments

	2014 £m	2013 £m
Loss on disposal of investments	-	-
	<u> </u>	<u> </u>

3 Directors' remuneration

The directors did not receive any remuneration in respect of their services as a director of this Company.

Notes (continued)

4 Taxation

Current tax:

	2014 £m	2013 £m
UK corporation tax at 28%	-	-
	<u>-</u>	<u>-</u>

The Company had no actual or potential deferred tax asset or liability.

The difference between the total current tax shown above and the amount calculated by applying standard rate of UK corporation tax is as follows:

	2014 £m	2013 £m
Loss on ordinary activities before taxation	-	-
	<u>-</u>	<u>-</u>
Tax on loss at standard UK corporation tax rate at 28%	-	-
Expenses not deductible for tax purposes (exceptional items)	-	-
	<u>-</u>	<u>-</u>
Actual charge for current period	-	-
	<u>-</u>	<u>-</u>

5 Investments

Cost or valuation

	Investments in subsidiary undertakings £m
At beginning and end of year	51.3
	<u>51.3</u>

Investments comprise the following:

	2014 £m	2013 £m
ManeBoard Limited	2.8	2.8
TD Netherlands BV	48.5	48.5
	<u>51.3</u>	<u>51.3</u>

Notes *(continued)*

5 Investments (continued)

The company owns the entire issued ordinary share capital of each of the subsidiary undertakings above, with the exception of TD Netherlands BV where the shareholding is 25%.

Further information on the subsidiary undertakings is provided in note 12.

In the opinion of the directors, the aggregate value of the investments is not less than the amounts at which it is stated in the balance sheet.

6 Debtors

	2014 £m	2013 £m
Amounts owed by group undertakings	11.2	11.2

7 Creditors: amounts falling due within one year

	2014 £m	2013 £m
Amounts owed to group undertakings	26.8	26.8

8 Called up share capital

	2014 Number	£m	2013 Number	£m
Equity share capital:				
<i>Allotted, called up and fully paid</i>				
Ordinary shares of 5p each	116,659,403	5.8	116,659,403	5.8

Notes *(continued)*

9 Reserves

	Share premium account £m	Revaluation reserve £m	Capital redemption reserve £m	Merger reserve £m	Profit and loss account £m
At beginning and end of year	<u>102.5</u>	<u>0.5</u>	<u>0.1</u>	<u>1.1</u>	<u>(74.3)</u>

10 Reconciliation of shareholders' funds and movement on reserves

	Share capital £m	Other reserves £m	Profit and loss account £m	Total share- holders' funds £m
At 31 January 2013 and 31 January 2014	<u>5.8</u>	<u>104.2</u>	<u>(74.3)</u>	<u>35.7</u>

11 Contingent gains and liabilities

The Company has given a guarantee in respect of subsidiary companies' bank accounts which may be overdrawn. At 31 January 2014 the aggregate amount of these overdrafts totalled £nil (2013: £nil).

Notes (continued)

12 Subsidiary undertakings

The principal subsidiary undertakings of the Company at 31 January 2014, the ordinary share capital of which is wholly owned, and the countries in which they are incorporated and principally operate, are as follows:

- ManeBoard Limited, whose principal activity is that of a holding company. (Great Britain)
- Azlan Limited*, whose principal activity was that of computer networking services and associated product distribution. (Great Britain)
- Quadrangle Technical Services Limited*, which was dormant during the year. (Great Britain)
- Azlan GmbH, whose principal activity was that of computer networking services and associated product distribution and is now dormant. (Germany)
- ENS Datensysteme GmbH, which was dormant during the year. (Germany)
- Azlan s.r.o.*, which was dormant during the year. (Czech Republic)
- Azlan Overseas Holdings Limited, whose principal activity is that of an intermediate holding company which was dormant during the year. (Great Britain)
- Azlan European Finance Limited*, whose principal activity is that of a finance company which was dormant during the year. (Great Britain)
- Azlan Logistics Limited*, whose principal activity is that of a logistics company. (Great Britain)

* Companies with share capital not directly held by Azlan Group Limited.

13 Ultimate parent company

The company's immediate parent undertaking is TD United Kingdom Acquisition Limited incorporated in the United Kingdom.

In the director's opinion, the company's ultimate parent undertaking and controlling party is Tech Data Corporation, which is incorporated in the USA. Copies of its group financial statements, which include the company, are available from Tech Data Corporation, 5350 Tech Data Drive, Clearwater, FL33760, USA.