

Ellard Limited

Directors' report and financial statements

For the year ended 31 March 2013



Registered number 04036325

ELLARD LIMITED

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ELLARD LIMITED

Company Information

Directors	K A Harrison A R Harrison
Company secretary	M A Chadwick
Company number	04036325
Registered office	Ellard House Dallimore Road Manchester M23 9NX
Auditors	BDO LLP 3 Hardman Street Spinningfields Manchester M3 3AT
Bankers	Lloyds Bank Corporate Markets 8th Floor 40 Spring Gardens Manchester M2 1EN

ELLARD LIMITED

Directors' Report

for the year ended 31 March 2013

The directors present their report and the financial statements for the year ended 31 March 2013

Principal activities and business review

The principal activity of the company during the year was the marketing and distribution of equipment for the automation of industrial and domestic access controls

A full business review has been disclosed in the annual report and financial statements of the parent company, Ensor Holdings PLC

Results and dividends

The profit for the year, after taxation, amounted to £210,015 (2012 - £43,274)

During the year, the company paid a dividend of £350,000 (2012 - £Nil)

Directors

The directors who served during the year were

K A Harrison
A R Harrison

Directors' responsibilities statement

The directors are responsible for preparing 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 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 estimates that are reasonable and prudent,
- prepare 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.

ELLARD LIMITED
Directors' Report
for the year ended 31 March 2013

Provision of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

Auditors

Mazars LLP resigned as auditors to the company on 29 November 2012 and PKF (UK) LLP were appointed to fill the casual vacancy. On 28 March 2013 PKF (UK) LLP merged their business into BDO LLP and accordingly have signed their audit report in the name of the merged firm. A resolution to reappoint BDO LLP as auditor of the company will be proposed at the Annual General Meeting.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on

and signed on its behalf

14 AUG 2013



M A Chadwick
Company secretary

ELLARD LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ELLARD LIMITED

We have audited the financial statements of Ellard Limited for the year ended 31 March 2013 which comprise the profit and loss account, the balance sheet and the related notes. 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, 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.

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 2013 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' 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.

BDO LLP.

Timothy Entwistle (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Manchester, UK

28 August 2013

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

ELLARD LIMITED
Profit and Loss Account
for the year ended 31 March 2013

	Note	2013 £	2012 £
Turnover	1,2	5,738,774	5,961,225
Cost of sales		(4,132,146)	(4,241,630)
Gross profit		1,606,628	1,719,595
Administrative expenses		(1,032,136)	(1,026,473)
Other operating charges		(300,000)	(400,000)
Operating profit	3	274,492	293,122
Interest receivable		2,829	-
Interest payable and similar charges	5	-	(4,531)
Profit on ordinary activities before taxation		277,321	288,591
Tax on profit on ordinary activities	6	(67,306)	(75,248)
Profit for the financial year	15	210,015	213,343

All amounts relate to continuing operations

There were no recognised gains and losses for 2013 or 2012 other than those included in the Profit and Loss Account

The notes on pages 7 to 14 form part of these financial statements

ELLARD LIMITED

Company number 04036325

Balance Sheet

31 March 2013

	Note	2013 £	2012 £
Fixed assets			
Tangible assets	7	87,809	52,832
Current assets			
Stocks	8	1,033,461	1,261,357
Debtors	9	1,537,773	1,504,990
Cash at bank		323,499	221,730
		2,894,733	2,988,077
Creditors amounts falling due within one year	10	(1,119,109)	(1,056,894)
Net current assets		1,775,624	1,931,183
Total assets less current liabilities		1,863,433	1,984,015
Creditors amounts falling due after more than one year	11	(1,308,258)	(1,288,855)
Net assets		555,175	695,160
Capital and reserves			
Called up share capital	13	1	1
Profit and loss account	14	555,174	695,159
Shareholder's funds	15	555,175	695,160

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

14 August 2013

A R Harrison
Director



The notes on pages 7 to 14 form part of these financial statements

ELLARD LIMITED

Notes to the Financial Statements

for the year ended 31 March 2013

1 Accounting Policies

1.1 Basis of preparation of financial statements

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

1.2 Going Concern

The company's business activities are set out in the Principal activities and business review section of the directors' Report on pages 2 to 3

The company is expected to continue to generate positive cash flows on its own account for the foreseeable future. The company participates in the Group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries

The directors, having assessed the responses of the directors of the company's parent, Ensor Holdings PLC to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Ensor Holdings PLC Group to continue as a going concern or its ability to continue with the current banking arrangements

On the basis of their assessment of the company's financial position and of the enquiries made of the directors of Ensor Holdings PLC, the company's directors have a reasonable expectation that the company will be able to continue in operation existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

1.4 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts. Sales of goods are recognised when the goods have been delivered

1.5 Operating leases

Rentals under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term. Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate

1.6 Research and development

Research and development costs are charged to the Profit and Loss Account as they are incurred

ELLARD LIMITED

Notes to the Financial Statements

for the year ended 31 March 2013

1. Accounting Policies (cont)

1.7 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 of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery	-	10-33% straight line
Motor vehicles	-	14-25% straight line

1.8 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

1.9 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

1.10 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and Loss Account.

1.11 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

1.12 Financial Instruments

Financial Instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company. As permitted by the Companies Act 2006, no sub-division of turnover by geographical market is provided as in the opinion of the directors such disclosure would seriously prejudice the company's interests.

ELLARD LIMITED
Notes to the Financial Statements
for the year ended 31 March 2013

3 Operating profit

The operating profit is stated after charging/(crediting)

	2013 £	2012 £
Depreciation of tangible fixed assets owned by the company	22,221	41,148
Management charge	300,000	400,000
Auditors' remuneration	6,800	7,429
(Profit)/loss on sale of tangible fixed assets	(8,000)	-
Operating lease rentals – land and buildings	68,135	65,578
	<u> </u>	<u> </u>

The financial statements of Ensor Holdings PLC comply with the statutory disclosure requirements for auditors' remuneration

4. Staff costs

Staff costs, including directors' remuneration, were as follows

	2013 £	2012 £
Wages and salaries	805,770	795,900
Social security costs	75,906	77,002
Other pension costs	16,710	14,138
	<u> </u>	<u> </u>
	898,386	887,040
	<u> </u>	<u> </u>

The average monthly number of employees during the year was as follows

	2013 Number	2012 Number
Sales and distribution	12	17
Administration	17	14
	<u> </u>	<u> </u>
	29	31
	<u> </u>	<u> </u>

None of the directors received remuneration from the company during the year

5 Interest payable

	2013 £	2012 £
On bank loans and overdrafts	-	4,531
	<u> </u>	<u> </u>

ELLARD LIMITED
Notes to the Financial Statements
for the year ended 31 March 2013

6 Taxation

	2013 £	2012 £
Analysis of the tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for year	60,798	76,239
Overprovision in prior year	(6,839)	(2,847)
	<hr/>	<hr/>
	53,959	73,392
Deferred tax (see note 12)	13,347	1,856
	<hr/>	<hr/>
Tax on profit on ordinary activities	<hr/> 67,306	<hr/> 75,248

Factors affecting the tax charge for the year

The tax assessed for both years is higher than the standard rate of corporation tax in the UK of 24% (2012 - 26%) The differences are explained below

	2013 £	2012 £
Profit on ordinary activities before tax	277,321	288,591
	<hr/>	<hr/>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24% (2012 - 26%)	66,558	75,033
Effects of		
Expenses not deductible for tax purposes	120	-
Depreciation for year (lower than)/ in excess of capital allowances	(13,080)	265
Small companies relief	-	(4)
Other timing differences	7,200	945
Overprovision in prior year	(6,839)	(2,847)
	<hr/>	<hr/>
Current tax charge for the year (see note above)	<hr/> 53,959	<hr/> 73,392

Factors that may affect future tax charges

There were no factors that may affect future tax charges

ELLARD LIMITED
Notes to the Financial Statements
for the year ended 31 March 2013

7 Tangible fixed assets

	Plant & machinery £	Motor vehicles £	Total £
Cost			
At 1 April 2012	464,080	86,060	550,140
Additions	12,958	44,240	57,198
Disposals	-	(40,510)	(40,510)
	<hr/>	<hr/>	<hr/>
At 31 March 2013	477,038	89,790	566,828
	<hr/>	<hr/>	<hr/>
Depreciation			
At 1 April 2012	413,639	83,669	497,308
Charge for the year	17,549	4,672	22,221
Disposals	-	(40,510)	(40,510)
	<hr/>	<hr/>	<hr/>
At 31 March 2013	431,188	47,831	479,019
	<hr/>	<hr/>	<hr/>
Net book value			
At 31 March 2013	45,850	41,959	87,809
	<hr/>	<hr/>	<hr/>
At 31 March 2012	50,441	2,391	52,832
	<hr/>	<hr/>	<hr/>

8 Stocks

	2013 £	2012 £
Finished goods and goods for resale	1,033,461	1,261,357
	<hr/>	<hr/>

9 Debtors

	2013 £	2012 £
Due within one year		
Trade debtors	1,447,520	1,396,891
Amounts owed by group undertakings	14,617	7,367
Other debtors	13,126	21,501
Prepayments and accrued income	55,119	58,493
Deferred tax asset (see note 12)	7,391	20,738
	<hr/>	<hr/>
	1,537,773	1,504,990
	<hr/>	<hr/>

ELLARD LIMITED

Notes to the Financial Statements for the year ended 31 March 2013

10	Creditors: Amounts falling due within one year	2013 £	2012 £
	Trade creditors	606,720	397,980
	Corporation tax	60,798	76,239
	Social security and other taxes	233,977	233,381
	Other creditors	19,317	-
	Accruals and deferred income	198,297	349,294
		<u>1,119,109</u>	<u>1,056,894</u>
11	Creditors: Amounts falling due after more than one year	2013 £	2012 £
	Amounts owed to group undertakings	<u>1,308,258</u>	<u>1,288,855</u>
12	Deferred taxation	2013 £	2012 £
	At beginning of year	20,738	22,594
	Charged for year	(13,347)	(1,856)
	At end of year	<u>7,391</u>	<u>20,738</u>
	The provision for deferred taxation is made up as follows		
		2013 £	2012 £
	Accelerated capital allowances	(637)	19,713
	Other timing differences	8,028	1,025
		<u>7,391</u>	<u>20,738</u>
13	Share capital	2013 £	2012 £
	Allotted, called up and fully paid		
	1 ordinary share of £1	<u>1</u>	<u>1</u>

ELLARD LIMITED
Notes to the Financial Statements
for the year ended 31 March 2013

14 Reserves

	Profit and loss account
At 1 April 2012	695,159
Retained profit for the year	210,015
Dividend	(350,000)
	<hr/>
At 31 March 2013	555,174
	<hr/>

15 Reconciliation of movement in shareholders' funds

	2013 £	2012 £
Opening shareholders' funds	695,160	481,817
Profit for the year	210,015	213,343
Dividends (note 16)	(350,000)	-
	<hr/>	<hr/>
Closing shareholders' funds	555,175	695,160
	<hr/>	<hr/>

16 Dividends

	2013 £	2012 £
Dividends paid on equity capital	350,000	-
	<hr/>	<hr/>

17. Contingent liabilities

The company, together with the ultimate parent undertaking and certain other fellow subsidiaries, has given an interlocking and unlimited multilateral joint and several guarantee amounting to £nil (2012 £nil) in support of the group's banking facilities. The guarantee is supported by a floating charge over all the assets of the company.

The company is a member of a value added tax group registration whereby the members are jointly and severally liable for the liability of other members. There is a contingent liability under this registration of £272,935 (2012 £539,000).

18 Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £16,710 (2012 £4,099).

ELLARD LIMITED
Notes to the Financial Statements
for the year ended 31 March 2013

19 Operating lease commitments

At 31 March 2013 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings		Other	
	2013	2012	2013	2012
	£	£	£	£
Expiry date				
Less than one year	17,687	17,034	-	-

The total aggregate commitments held under non-cancellable operating leases at 31 March 2013 relating to other operating leases was £17,687 (2012 £17,034). This is based upon the assumption that the lease will run to its expiration date and therefore does not account for any break clauses that may be in place. It also excludes any increases in rent that may be payable following any scheduled rent reviews implicit in the lease agreement.

20. Other financial commitments

At the year end, the company had \$500,000 (2012 \$1,440,000) outstanding on forward contracts with a sterling value calculated at £329,000 (2012 £911,000) using the year end rate of £1 \$1.5200 (2012 £1 \$1.5800). The maturity dates of the forward contracts are all within three months of the year end and the fair value adjustment has been assessed as £20,000 (2012 £9,000).

21 Related party transactions

The company has taken advantage of the exemption allowed to wholly owned subsidiaries under FRS 8 of not disclosing transactions with group undertakings when consolidated accounts are prepared.

22 Ultimate parent undertaking and controlling party

The ultimate parent undertaking is Ensor Holdings PLC, a company which is incorporated in England and Wales. The largest and smallest group of undertakings for which group accounts have been drawn up is headed by Ensor Holdings PLC. Group accounts for Ensor Holdings PLC are available to the public, on payment of the appropriate fee, from the Registrar of Companies, Crown Way, Mandy, Cardiff CF2 4UZ.

The company's controlling related parties are K A Harrison, C M Harrison, A R Harrison and P J Harrison by virtue of their majority shareholding in the ultimate parent undertaking Ensor Holdings PLC.