Company Registration No. 04923718 (England and Wales)

ABINGDON FLOORING LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

31/12/2015 COMPANIES HOUSE

COMPANY INFORMATION

Directors Mrs C Matthews

Mr J J Taylor Mr R Dight Mr E Charlesworth

Mr M W Peace

Mr G B Wilding (Appointed 30 September 2014)

Secretary Mrs C Matthews

Company number 04923718

Registered office Penyfan Park

NEWBRIDGE Caerphilly UK

NP11 4XG

Auditors Nexia Smith & Williamson

Portwall Place BRISTOL UK BS1 6NA

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STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2015

The directors present the strategic report and financial statements for the year ended 31 March 2015.

Principal Activities

The Company is engaged in the manufacture and distribution of carpets.

Review of the Business

There have not been any significant changes in the Company's activities in the period under review.

For the period under review there is a slight decrease in sales due to the MOD reduction in their budgets. However, profitability for the year increased by £816K (1.4%) which, taking into account market conditions, was a good result.

There have been no significant events since the balance sheet date.

In October 2014 the company and its subsidiaries became part of Victoria Plc group. The Victoria Plc group manages its operations on a divisional basis. For this reason, the Company's directors believe that further key performance indicators for the Company are not necessary or appropriate for the understanding of the development, performance or position of the business. The performance of the UK division of Victoria Plc, which includes this Company, is discussed in the group's Annual Report and Accounts which does not form part of this report.

Future Developments

11/12/2015

Director

The faunch of our new Aqua Protec range should ensure the continued increase in sales in the retail sector.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2015

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

Principal activities

The principal activity of the company in the year under review was that of manufacturing tufted carpets, the company has a vertically integrated operation that enables it to produce all major types of finished carpets.

Results and dividends

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

Directors

The following directors have held office since 1 April 2014:

Mrs C Matthews Mr J J Taylor Mr R Dight Mr E Charlesworth Mr M W Peace Mr G B Wilding

(Appointed 30 September 2014)

Employee involvement

The company places value on the involvement of its employees, keeping them informed on matters affecting them as employees on the various factors affecting the performance of the company. This is achieved through formal and informal meetings.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training career development and promotion of disabled persons should, as far as possible, be identical with that of other employees.

Statement of directors' responsibilities

The directors are responsible for preparing 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). 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 of the company for that period. In preparing those 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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.

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

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

Mr J J Ja Director

11/12/2015

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ABINGDON FLOORING LIMITED

We have audited the financial statements of Abingdon Flooring Limited for the year ended 31 March 2015 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 25. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 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 FRC'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 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 the 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 ABINGDON FLOORING 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.

Nexia Smith & Williamson

Sancho Simmonds (Senior Statutory Auditor) for and on behalf of Nexia Smith & Williamson Audit Limited

21/12/15

Chartered Accountants Statutory Auditor

Portwall Place Portwall Lane Bristol BS1 6NA

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2015

,		2015	2014
	Notes	£	as restated £
Turnover	2	59,311,681	59,484,047
Cost of sales		(40,864,685)	(41,871,519)
Gross profit		18,446,996	17,612,528
Distribution costs		(13,383,561)	(13,279,453)
Administrative expenses		(2,182,626)	(2,268,523)
Other operating income		20,004	19,970
Operating profit	4	2,900,813	2,084,522
Other interest receivable and similar			
income	5	2,898	3,361
Interest payable and similar charges	6	(271,680)	(299,814)
Profit on ordinary activities before			 -
taxation		2,632,031	1,788,069
Tax on profit on ordinary activities	7	(546,480)	(435,592)
Profit for the year	19	2,085,551	1,352,477
			

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 MARCH 2015

		20	15	20	14
	Notes	£	£	£	£
Fixed assets					
Tangible assets	9		3,485,432		3,765,465
Investments	10		501		501
			3,485,933		3,765,966
Current assets					
Stocks	11	9,902,296		10,487,149	
Debtors	12	14,126,414		13,667,917	
Cash at bank and in hand		577,389 ·		995,689	
		24,606,099		25,150,755	
Creditors: amounts falling due within					
one year	13	(19,094,901)		(20,178,618)	
Net current assets			5,511,198		4,972,137
Total assets less current liabilities			8,997,131		8,738,103
Creditors: amounts falling due after more than one year	14		(263,811)		(578,582)
more than one year	17		(200,011)		(370,302)
Provisions for liabilities	15	•	(227,306)		(219,058)
Accruals and deferred income	16		(20,000)		(40,000)
			8,486,014		7,900,463
O Malana da manana					
Capital and reserves	40		FA		50
Called up share capital	18		50 240.050		50
Share premium account Other reserves	19 19		249,950 100		249,950
					100
Profit and loss account	19		8,235,914		7,650,363
Shareholders' funds	20		8,486,014		7,900,463

Mr J Maylor Director

Company Registration No. 04923718

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 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 measured at the fair value of the consideration received or receivable.

Turnover from the sale of goods is recognised when all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- · the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
 and
- · the costs incurred or to be incurred in respect of the transaction can be measured reliably.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land 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:

Freehold buildings

10% straight line

Plant and machinery

Straight line over 5 to 15 years

Fixtures, fittings & equipment

5% to 33%

Motor vehicles

33% on cost

1.5 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

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

1.6 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.7 Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

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

1 Accounting policies (Continued)

1.8 Pensions

The company operates a defined contribution pensions scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

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 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.11 Government grants

Grants are credited to deferred revenue. Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets.

1.12 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Victoria PLC, a company incorporated in England and Wales, and is included in the consolidated accounts of that company.

2 Turnover

	Turnover	
	2015	2014
	£	£
Class of business		
United Kingdom	58,411,373	58,576,862
Europe	900,308	907,185
	59,311,681	59,484,047
		

3 Restatement of profit and loss account

Certain costs have been reanalysed from cost of sales to administrative expenses and distribution costs in 2014 for consistency with the financial statements of the ultimate parent company. This has had no impact on operating profit in the year ended 31 March 2014

4	Operating profit	2015 £	2014 £
	Operating profit is stated after charging:	~	-
	Depreciation of tangible assets	745,275	661,141
	Loss on foreign exchange transactions	1,377	14,329
	Operating lease rentals	•	
	- Plant and machinery	150,685	187,071
	- Other assets	386,823	388,793
	and after crediting:	•	
	Government grants	20,004	20,000
	Auditors' remuneration		
	Fees payable to the company's auditor for the audit of the company's		
	annual accounts	26,000	1,9,000
	Tax advisory	-	7,000
		26,000	26,000
		=======================================	=====
5	Investment income	2015	2014
		£	£
	Bank interest	2,898	3,361
		2,898	3,361
		====	====
6	Interest payable	2015	2014
		£	£
	On other loans wholly repayable within five years	2,879	5,355
	Hire purchase interest	30,611	26,334
	On amounts payable to factors	238,190 ————	268,125 ———
	•	271,680	299,814

7	Taxation	2015 £	2014 £
	Domestic current year tax		
	U.K. corporation tax	538,232	397,808
	Total current tax	538,232	397,808
	Deferred tax		
	Origination and reversal of timing differences	8,248	37,784
		546,480	435,592
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	2,632,031 	1,788,069
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 21.00% (2014 - 23.00%)	552,727	411,256
	Effects of:		
	Non deductible expenses	12,720	10,861
	Capital allowances in excess of depreciation	(27,215)	(25,740)
	Other tax adjustments	-	1,431
		(14,495)	(13,448)
	Current tax charge for the year	538,232	397,808
8	Dividends	2015	2014
		£	£
	Ordinary interim paid	-	250,400
	Ordinary final paid	1,500,000	
		1,500,000	250,400

	Freehold buildings	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Tota
	£	£	£	£	£
Cost					
At 1 April 2014	361,256	7,853,399	31,531	28,646	8,274,832
Additions	-	450,638	-	14,604	465,242
At 31 March 2015	361,256	8,304,037	31,531	43,250	8,740,074
Depreciation					
At 1 April 2014	54,189	4,414,893	15,452	24,833	4,509,367
Charge for the year	36,126	703,487	(105)	5,767	745,275
At 31 March 2015	90,315	5,118,380	15,347	30,600	5,254,642
Net book value					
At 31 March 2015	270,941	3,185,657	16,184	12,650	3,485,432
At 31 March 2014	307,067	3,438,506	16,079	3,813	3,765,465
	under finance lease:	s or hire purch	nase contracts	as follows:	machinery
Included above are assets held of the second	under finance lease	s or hire purch	nase contracts	as follows:	machinery £
Net book values	under finance lease	s or hire purch	nase contracts	as follows:	690,289
Net book values At 31 March 2015		s or hire purch	nase contracts	as follows:	690,289
Net book values At 31 March 2015 At 31 March 2014		s or hire purch	nase contracts	as follows:	Plant and machinery £ 690,289 979,446

11

Fixed asset investments			
			Shares in subsidiary undertakings £
Cost At 1 April 2014 & at 31 March 2015			501
Net book value At 31 March 2015			501
At 31 March 2014			501
Holdings of more than 20%			
The company holds more than 20% of the s	hare capital of the following cor	npanies:	
Company	Country of registration or incorporation	Shares Class	held %
Subsidiary undertakings	•		
Distinctive Flooring Limited Alliance Flooring Distribution Limited	England & Wales England & Wales	Ordinary Ordinary	100.00 100.00
The aggregate amount of capital and reser financial year were as follows:	ves and the results of these u	ndertakings for the	e last relevant
		Capital and reserves 2015	Profit/(loss) for the year 2015
Distinctive Flooring Limited	Principal activity Sale of smooth flooring	£ 330,334	£ 235,729
Alliance Flooring Distribution Limited	Storage and distribution of carpet	21,224	78,658
Charles and weak in manner		2045	2044
Stocks and work in progress		2015 £	2014 £
Raw materials and consumables		1,181,465	1,063,642
Work in progress Finished goods and goods for resale		969,782 7,751,049	1,023,772 8,399,735
		9,902,296	10,487,149

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

12	Debtors	2015 £	2014 £
	Trade debtors	12,059,899	11,946,536
	Amounts owed by parent and fellow subsidiary undertakings	46,086	-
	Amounts owed by subsidiary undertakings	1,499,636	1,254,350
	Prepayments and accrued income	520,793	467,031
		14,126,414	13,667,917
	Amounts falling due after more than one year and included in the debtors above are:		
	above are.	2015	2014
		£	£
	Amounts owed by subsidiary undertakings	1,185,975	1,185,975
13	Creditors: amounts falling due within one year	2015 £	2014 £
	Bank loans and overdrafts	285,876	75,000
	Net obligations under hire purchase contracts	239,686	314,297
	Trade creditors	6,156,985	6,306,382
	Amounts owed to parent and fellow subsidiary undertakings	482,576	495,772
	Corporation tax	339,713	199,190
	Other taxes and social security costs	1,502,093	1,498,292
	Other creditors	5,394,306	7,219,761
	Accruals and deferred income	4,693,666	4,069,924
		19,094,901	20,178,618

The bank facility in Abingdon Flooring Limited is secured by an inter company guarantee and a debenture from its subsidiary undertaking, Alliance Flooring Distribution Limited.

The invoice discounting creditor of £5,394,306 (2014: £7,219,761) which is disclosed within other creditors is secured on trade debtors.

1	Creditors: amounts falling due after more than one year	2015	2014
	eroance amounte taining and arter more than one year	£	£
	Bank loans	-	75,001
	Net obligations under hire purchase contracts	263,811	503,581
		263,811	578,582
	Analysis of bank loans		
	Wholly repayable within five years	50,001	150,001
		50,001	150,001
	Included in current liabilities	(50,001)	(75,000)
			75,001
	Loan maturity analysis		
	In more than one year but not more than two years	-	75,001 ———
	Amounts due on Hire Purchase are secured against the assets to which the	ey relate.	
	The bank loan is secured over certain items of plant and machinery.		
	Net obligations under hire purchase contracts		
	Repayable within one year	239,686	314,297
	Repayable between one and five years	263,811	503,581
		503,497	817,878
	Included in liabilities falling due within one year	(239,686)	(314,297)
		263,811	503,581

15	Provisions for liabilities		Deferred tax liability £
	Balance at 1 April 2014 Profit and loss account		219,058 8,248
	Balance at 31 March 2015		227,306
	The deferred tax liability is made up as follows:		
		2015 £	2014 £
	Accelerated capital allowances	227,306 ———	219,058 ———
16	Accruals and deferred income		
			Government grants £
	Balance at 1 April 2014 Amortisation in the year		40,000 (20,000)
	Balance at 31 March 2015		20,000
17	Retirement Benefits		
		2015 £	2014 £
	Contributions payable by the company for the year	479,189	440,817

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

18	Share capital	2015	2014
	·	£	£
	Allotted, called up and fully paid		
	420 Ordinary A of 10p each	42	42
	80 Ordinary B of 10p each	8	8
			
		50	50

The A and B shares have full voting, dividend and capital distribution rights. They do not confer any rights of redemption.

19 Statement of movements on reserves

		Share premium account £	Other reserves (see below)	Profit and loss account £
	Balance at 1 April 2014	249,950	100	7,650,363
	Profit for the year		_	2,085,551
	Dividends paid	-	-	(1,500,000)
	Balance at 31 March 2015	249,950	100	8,235,914
	Other reserves Capital redemption reserve Balance at 1 April 2014 & at 31 March 2015		100	
20	Reconciliation of movements in Shareholders' funds		2015 £	2014 £
	Profit for the financial year Dividends		2,085,551 (1,500,000)	1,352,477 (250,400)
	Net addition to shareholders' funds		585,551	1,102,077
	Opening Shareholders' funds		7,900,463	6,798,386
	Closing Shareholders' funds		8,486,014	7,900,463

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

21 Financial commitments

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

		Land and b	Land and buildings		Other	
		2015	2014	2015	2014	
		£	£	£	£	
	Operating leases which expire:					
	Within one year	-	-	51,216	43,305	
	Between two and five years	. 832,813	832,813	143,987	216,505	
	In over five years	175,287	175,287	-	7,234	
		1,008,100	1,008,100	195,203	267,044	
22	Directors' remuneration			2015	2014	
				£	£	
	Remuneration for qualifying services			544,257	614,414	
	Company pension contributions to defined	contribution scheme	es	110,025	110,093	
				654,282	724,507	
				====		

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 4 (2014 - 4).

Remuneration disclosed above include the following amounts paid to the highest paid director:

Remuneration for qualifying services 223,181 267,343

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

23 Employees

Number of employees

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

year was.	2015 Number	2014 Number
Manufacturing	314	318
Administration	79	80
	393	398
Employment costs	2015	2014
	£	£
Wages and salaries	10,588,321	10,536,946
Social security costs	1,107,429	1,123,684
Other pension costs	479,189	440,817
	12,174,939	12,101,447

24 Change of control

On 30 September 2014, 425 ordinary A shares and 75 ordinary B shares were transferred to Victoria PLC. Accounts for Victoria PLC, the ultimate parent company, are available from Worcester Road, Kidderminster, Worcestershire, DY10 1JR.

25 Related party relationships and transactions

No disclosure of transactions with group companies has been given in these accounts as permitted by the exemptions available under FRS 8 Related Party Disclosure.