

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2015
FOR
TREMORFA LIMITED**

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TREMORFA LIMITED

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FOR THE YEAR ENDED 30 APRIL 2015**

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TREMORFA LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 30 APRIL 2015**

DIRECTORS:

M W Hosken
I Donovan
P Jones
N P Morgan

SECRETARY:

M W Hosken

REGISTERED OFFICE:

Cypress House
Pascal Close
St Mellons
Cardiff
CF3 0LW

REGISTERED NUMBER:

01825211 (England and Wales)

SENIOR STATUTORY AUDITOR: Brian G Scott

AUDITORS:

Graham Paul Limited
(Statutory Auditor)
Court House
Court Road
Bridgend
CF31 1BE

BANKERS:

Royal Bank of Scotland
6-8 Albany Road
Cardiff

TREMORFA LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 30 APRIL 2015

The directors present their strategic report for the year ended 30 April 2015.

Tremorfa Limited is a leading company within South Wales offering facilities management and the installation and maintenance of the following products and services:

Mechanical
Electrical
Fire
Security
Process Control
Information Systems

REVIEW OF BUSINESS

We aim to present a balanced and comprehensive review of the development and performance of the company during the year and its position at the year end. Our review is consistent with the size and nature of our business in the context of the risks and uncertainties we face.

We consider that our key performance indicators are those that communicate the financial performance and strength of the company, being turnover, gross and operating margin, and return of capital employed.

	2015	2014
	£	£
Turnover	8,687,669	10,076,339
Gross Margin	2,327,221	2,856,524
Operating Margin	176,559	720,599
Return on Capital Employed	9.8%	31.4%

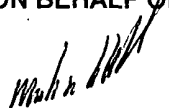
PRINCIPAL RISKS AND UNCERTAINTIES

As for many businesses the environment in which we operate has been and continues to be challenging.

We recognise that some of our business maybe lost due to aggressive pricing from some of our competitors, seeking to advance on our market share, we therefore continue to enhance customer care, quality and service delivery in order to achieve optimum overall value for money for our customers.

We are continuously aware that any business may be subject to unforeseen events and with this in mind our business strategy and development is aimed at minimising the effects of such events.

ON BEHALF OF THE BOARD:



M W Hosken - Secretary

16 September 2015

TREMORFA LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 APRIL 2015

The directors present their report with the financial statements of the company for the year ended 30 April 2015.

DIVIDENDS

Interim dividends of £1.20 (2014: £1.20) per share were paid during the year with a final dividend of £nil (2014: £1.81) per share making a total of £1.20 (2014: £3.01) per share for the year ended 30 April 2015.

The total distribution of dividends for the year ended 30 April 2015 is £120,000 (2014: £299,779).

FUTURE DEVELOPMENTS

The directors are satisfied with the performance of the business, given the current economic climate, continue to gain new contracts and look forward to the future with optimism.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 May 2014 to the date of this report.

M W Hosken
I Donovan
P Jones
Mrs M Davies
N P Morgan

Other changes in directors holding office are as follows:

Mrs M Davies ceased to be a director after 30 April 2015 but prior to the date of this report.

FINANCIAL INSTRUMENTS

The company's principal financial instruments comprise bank balances, bank overdrafts, trade creditors, trade debtors and hire purchase agreements. The main purpose of these instruments is to raise funds for the company's operations and to finance the company's operations.

Due to the nature of the financial instruments used by the company there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is shown below.

In respect of bank balances, the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest.

In respect of hire purchase assets with fixed monthly payments, the company manages the liquidity risk by ensuring there are sufficient funds to meet the payments.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

TREMORFA LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 APRIL 2015

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Graham Paul Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:



M W Hosken - Secretary

16 September 2015

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TREMORFA LIMITED

We have audited the financial statements of Tremorfa Limited for the year ended 30 April 2015 on pages seven to sixteen. 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 a Report of the Auditors 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 four, 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 Strategic Report and the Report of the Directors 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 30 April 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
TREMORFA 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.



Brian G Scott (Senior Statutory Auditor)
for and on behalf of Graham Paul Limited
(Statutory Auditor)
Court House
Court Road
Bridgend
CF31 1BE

16 September 2015

TREMORFA LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 APRIL 2015**

	Notes	2015 £	2014 £
TURNOVER	2	8,687,669	10,076,339
Cost of sales		6,360,448	7,219,815
GROSS PROFIT		2,327,221	2,856,524
Administrative expenses		2,150,662	2,135,925
OPERATING PROFIT	4	176,559	720,599
Interest receivable and similar income		3,563	6,552
		180,122	727,151
Interest payable and similar charges	5	12,602	12,737
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		167,520	714,414
Tax on profit on ordinary activities	6	40,239	117,229
PROFIT FOR THE FINANCIAL YEAR		127,281	597,185

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

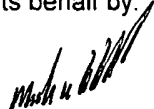
The notes form part of these financial statements

TREMORFA LIMITED (REGISTERED NUMBER: 01825211)

**BALANCE SHEET
30 APRIL 2015**

	Notes	2015 £	2014 £
FIXED ASSETS			
Intangible assets	8	-	-
Tangible assets	9	361,981	471,661
		<u>361,981</u>	<u>471,661</u>
CURRENT ASSETS			
Debtors	10	2,424,953	1,984,029
Cash at bank and in hand		584,726	1,326,455
		<u>3,009,679</u>	<u>3,310,484</u>
CREDITORS			
Amounts falling due within one year	11	1,568,012	1,881,774
NET CURRENT ASSETS		<u>1,441,667</u>	<u>1,428,710</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,803,648</u>	<u>1,900,371</u>
CREDITORS			
Amounts falling due after more than one year	12	(100,796)	(188,094)
PROVISIONS FOR LIABILITIES	14	(15,101)	(31,807)
NET ASSETS		<u>1,687,751</u>	<u>1,680,470</u>
CAPITAL AND RESERVES			
Called up share capital	15	100,000	100,000
Capital redemption reserve	16	59,500	59,500
Profit and loss account	16	1,528,251	1,520,970
SHAREHOLDERS' FUNDS	22	<u>1,687,751</u>	<u>1,680,470</u>

The financial statements were approved by the Board of Directors on 16 September 2015 and were signed on its behalf by:



M W Hosken - Director

The notes form part of these financial statements

TREMORFA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2015

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax, except in respect of service contracts where turnover is recognised when the company obtains the right to the consideration.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of total contract value which costs to date bear to total expected costs for that contract.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery	- 10% on cost
Fixtures and fittings	- 10% on cost
Motor vehicles	- 20% on cost

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

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

Amounts recoverable under contracts

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of total contract value which costs to date bear to total expected costs for that contract.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of Tremorfa Managed Services Limited is being amortised evenly over its estimated useful life of 1-3 years.

TREMORFA LIMITED**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2015****2. TURNOVER**

The turnover and profit before taxation are attributable to the one principal activity of the company.

An analysis of turnover by geographical market is given below:

	2015 £	2014 £
United Kingdom	8,687,669	10,076,339
	<u>8,687,669</u>	<u>10,076,339</u>

3. STAFF COSTS

	2015 £	2014 £
Wages and salaries	3,122,953	3,166,239
Social security costs	340,637	348,382
Other pension costs	17,462	4,365
	<u>3,481,052</u>	<u>3,518,986</u>

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

	2015	2014
Management	4	4
Administration	26	28
Direct labour	66	75
	<u>96</u>	<u>107</u>

4. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2015 £	2014 £
Hire of plant and machinery	57,115	67,246
Depreciation - owned assets	146,587	138,881
Profit on disposal of fixed assets	(947)	(1,985)
Auditors' remuneration	15,150	11,545
	<u>241,463</u>	<u>195,183</u>
Directors' remuneration	1,100	1,100
Directors' pension contributions to money purchase schemes		
	<u>1,100</u>	<u>1,100</u>

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>1</u>	<u>1</u>
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TREMORFA LIMITED**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2015****4. OPERATING PROFIT - continued**

Information regarding the highest paid director for the year ended 30 April 2015 is as follows:

	2015
	£
Emoluments etc	<u>55,150</u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2015	2014
	£	£
Hire purchase	<u>12,602</u>	<u>12,737</u>

6. TAXATION**Analysis of the tax charge**

The tax charge on the profit on ordinary activities for the year was as follows:

	2015	2014
	£	£
Current tax:		
UK corporation tax	16,213	85,422
Adjustment for prior years	7,272	-
Group relief	<u>33,460</u>	<u>-</u>
Total current tax	56,945	85,422
Deferred tax	<u>(16,706)</u>	<u>31,807</u>
Tax on profit on ordinary activities	<u>40,239</u>	<u>117,229</u>

UK corporation tax was charged at 21% in 2014.

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2015	2014
	£	£
Profit on ordinary activities before tax	<u>167,520</u>	<u>714,414</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2014 - 21%)	33,504	150,027
Effects of:		
Expenses not deductible for tax purpose	750	5,443
Capital allowances in excess of depreciation	15,190	(20,226)
Other	229	11,821
Prior year adjustment	<u>7,272</u>	<u>(61,643)</u>
Current tax charge	<u>56,945</u>	<u>85,422</u>

TREMORFA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2015**

7. DIVIDENDS

	2015 £	2014 £
Ordinary shares of 1 each		
Interim	<u>120,000</u>	<u>299,779</u>

8. INTANGIBLE FIXED ASSETS

	Goodwill £
COST	
At 1 May 2014	
and 30 April 2015	<u>90,000</u>
AMORTISATION	
At 1 May 2014	
and 30 April 2015	<u>90,000</u>
NET BOOK VALUE	
At 30 April 2015	<u>-</u>
At 30 April 2014	<u>-</u>

9. TANGIBLE FIXED ASSETS

	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Totals £
COST				
At 1 May 2014	194,211	95,802	986,931	1,276,944
Additions	9,104	-	28,778	37,882
Disposals	-	-	(100,925)	(100,925)
At 30 April 2015	<u>203,315</u>	<u>95,802</u>	<u>914,784</u>	<u>1,213,901</u>
DEPRECIATION				
At 1 May 2014	90,694	68,042	646,547	805,283
Charge for year	16,352	7,025	123,210	146,587
Eliminated on disposal	-	-	(99,950)	(99,950)
At 30 April 2015	<u>107,046</u>	<u>75,067</u>	<u>669,807</u>	<u>851,920</u>
NET BOOK VALUE				
At 30 April 2015	<u>96,269</u>	<u>20,735</u>	<u>244,977</u>	<u>361,981</u>
At 30 April 2014	<u>103,517</u>	<u>27,760</u>	<u>340,384</u>	<u>471,661</u>

Included within the net book value of £361,981 is £200,217 (2014- £471,661) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £110,261 (2014 - £104,561).

TREMORFA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2015**

10. DEBTORS

	2015 £	2014 £
Amounts falling due within one year:		
Trade debtors	1,041,332	1,066,106
Amounts recoverable on contract	746,398	774,594
Other debtors	-	134
Directors' current accounts	850	-
Prepayments	78,646	143,195
	<u>1,867,226</u>	<u>1,984,029</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	<u>557,727</u>	<u>-</u>
Aggregate amounts	<u>2,424,953</u>	<u>1,984,029</u>

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2015 £	2014 £
Hire purchase contracts (see note 13)	89,696	102,179
Trade creditors	1,072,283	936,413
Amounts owed to participating interests	2,300	-
Tax	16,213	85,936
Social security and other taxes	97,755	112,178
VAT	181,728	286,943
Dividend creditor	-	178,593
Other creditors	46,170	99,129
Accrued expenses	61,867	80,403
	<u>1,568,012</u>	<u>1,881,774</u>

12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2015 £	2014 £
Hire purchase contracts (see note 13)	<u>100,796</u>	<u>188,094</u>

13. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

	Hire purchase contracts 2015 £	2014 £
Net obligations repayable:		
Within one year	89,696	102,179
Between one and five years	100,796	188,094
	<u>190,492</u>	<u>290,273</u>

TREMORFA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2015**

13. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES - continued

The following operating lease payments are committed to be paid within one year:

	Land and buildings		Other operating leases	
	2015	2014	2015	2014
	£	£	£	£
Expiring:				
Within one year	140,000	-	-	6,364
Between one and five years	-	140,000	8,055	-
	<u>140,000</u>	<u>140,000</u>	<u>8,055</u>	<u>6,364</u>

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14. PROVISIONS FOR LIABILITIES

	2015	2014
	£	£
Deferred tax	<u>15,101</u>	<u>31,807</u>
		Deferred tax
		£
Balance at 1 May 2014		31,807
Credit to Profit and Loss Account during year		<u>(16,706)</u>
Balance at 30 April 2015		<u>15,101</u>

15. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2015	2014
Number:	Class:	Nominal value:	£	£
100,000	Ordinary	1	<u>100,000</u>	<u>100,000</u>

16. RESERVES

	Profit and loss account	Capital redemption reserve	Totals
	£	£	£
At 1 May 2014	1,520,970	59,500	1,580,470
Profit for the year	127,281		127,281
Dividends	<u>(120,000)</u>		<u>(120,000)</u>
At 30 April 2015	<u>1,528,251</u>	<u>59,500</u>	<u>1,587,751</u>

TREMORFA LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2015

17. PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The assets 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 £17,462 (2014 - £4,365)

18. ULTIMATE PARENT COMPANY

The ultimate parent controlling party is the parent company Tremorfa Group Limited which owns 100% of the issued share capital of Tremorfa Limited.

The parent undertaking of the largest and smallest group which includes the company and for which group accounts are prepared is Tremorfa Group Limited. Copies of the group financial statements for Tremorfa Group Limited can be obtained from Companies House, Crown Way, Maindy, Cardiff. CF4 3UZ.

19. DIRECTORS' ADVANCES, CREDITS AND GUARANTEES

The following advances and credits to a director subsisted during the years ended 30 April 2015 and 30 April 2014:

	2015 £	2014 £
M W Hosken		
Balance outstanding at start of year	-	-
Amounts advanced	850	-
Amounts repaid	-	-
Balance outstanding at end of year	<u>850</u>	<u>-</u>

20. RELATED PARTY DISCLOSURES

Tremorfa Property Limited Fellow Subsidiary

During the year the company sold goods and services to Tremorfa Property Limited of £206,960.
During the year the company loaned Tremorfa Property Limited £384,227.

	2015 £	2014 £
Amount due from related party at the balance sheet date	<u>557,727</u>	<u>-</u>

Tremorfa Wireless Solutions Limited A company controlled by the director Mr M Hosken

During the year the company sold goods to Tremorfa Wireless Solutions Ltd of £nil (2014 - £37,272) and incurred subcontract labour costs of £nil (2014 - £1,600). The balance outstanding at the year end amounted to £nil (2014 - £6,908).

TREMORFA LIMITED**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2015****20. RELATED PARTY DISCLOSURES - continued**

Tremorfa Group Limited
Parent company

	2015	2014
	£	£
Amount due to related party at the balance sheet date	<u>2,300</u>	<u>-</u>

21. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is the director M.Hosken by virtue of his majority shareholding in Tremorfa Group Limited.

22. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015	2014
	£	£
Profit for the financial year	127,281	597,185
Dividends	(120,000)	(299,779)
Net addition to shareholders' funds	<u>7,281</u>	<u>297,406</u>
Opening shareholders' funds	1,680,470	1,383,064
Closing shareholders' funds	<u>1,687,751</u>	<u>1,680,470</u>