Vohkus Limited

Annual report and financial statements

Registered number 4142508

31 May 2014

MONDAY

A09

16/02/2015 COMPANIES HOUSE #167

Contents

Strategic Report	1
Directors' Report	2
Statement of Director's Responsibilities	3
Independent auditor's report to the members of Vohkus Limited	4
Profit and Loss Account	. 6
Balance Sheet	7
Cash Flow Statement	8
Notes	9

Strategic Report

The directors present their strategic report and their financial statements for the year ended 31 May 2014.

Principal activities

The company's principal activity remains that of IT reseller focusing on the UK medium sized corporate market.

Vohkus Limited has had another year of steady growth and finished with turnover in excess of £46m. This was an increase over 2013 of 16%. Since the financial meltdown of 2008/2009 the company's turnover has more than doubled.

Year Ended	2009 2010	2011 2012	2013	2014
Turnover (£m)	21.9 26.8	33.2 36.8	39.6	46.1
Year on Year Growth	22%	24% 11%	8%	16%
Cumulative Growth	22%	52% 65%	81%	110%

Vohkus Limited has increased its headcount by 13% primarily within its sales team and, just after the year end, opened a new sales office near Heathrow bringing to four the total number of sites.

Key performance indicators

The key performance indicators of the company are turnover growth as reported above and gross margin percentage. Vohkus Limited has an aim to improve its gross margin through a move towards contracted service income and the sale of specialised technologies. During 2014 gross margin improved from 19.2% to 19.7%.

Principal risks and uncertainties

Vohkus Limited has continued to attract new customers in all business sectors and this customer base ensures there is no dependency either on one individual customer or on a single sector.

Last year Vohkus Limited reported the increasing difficulties with recruitment in the IT sector and how Vohkus Limited had implemented a strategy of recruiting at a Junior level and providing training within a recognised Apprenticeship Scheme. At the end of May 2014 the company can report that all its apprentices had completed their Apprenticeships and continue to be employed by Vohkus Limited. Since the year end a further two apprentices have been recruited.

Vohkus Limited has been increasing its overseas activities in recent years and has in place appropriate safeguards to minimise exchange risk through the natural hedging of receipts and payments.

Whilst the level of credit insurance available in the economy remains generally low the vast majority of the company's turnover remained insured and the directors are pleased to report that the level of bad debts for a third consecutive year was negligible.

Vohkus Limited has a large range of suppliers with whom it enjoys healthy trading relationships. However Vohkus Limited continues its policy of securing more favourable terms with a number of key trade partners. Payments are made strictly to terms and wherever offered early settlement discount is taken.

During 2013/2014 Vohkus Limited continued to be financed by a £4m Commercial Finance facility from Lloyds Bank plc. Acknowledging the additional finance required in expanding the business the company recently applied for an increased facility. The Board are pleased to report that a new facility of £6m was approved by Lloyds Bank plc on 30th September 2014.

By order of the board

Director

Centurion House, Barnes Wallis Road, Segensworth, Hampshire, PO15 5TT

Directors' report

The directors present their directors' report and financial statements for the year ended 31 May 2014.

Results and dividends

The profit and loss account is set out on page 5 and shows the profit for the year.

Final dividends of nil pence per share were paid to ordinary shareholders during the year, together with the interim dividends of nil pence per share

Directors

The directors of the company during the year were

U Sharma

D Manners (resigned 2nd Jun 2014)

F O'Leary

L Lawrence

L Forster

I Hounsome

I Davis

S Brand

C Compton (appointed 8th Oct 2013)

Auditor

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware

During the year KPMG LLP were appointed as auditors.

By order of the board

I S Davis Company Secretary Centurion House, Barnes Wallis Road, Segensworth, Hampshire, PO15 5TT

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS!

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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;
- 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VOHKUS LIMITED

We have audited the financial statements of Vohkus Limited for the year ended 31 May 2014 set out on pages 6 to 20. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 auditor

As explained more fully in the Directors' Responsibilities Statement, 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 May 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with UK 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 AUDITOR'S REPORT TO THE MEMBERS OF VOHKUS LIMITED (continued)

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.

W. Snish.

William Smith (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor Chartered Accountants

Dukes Keep, Marsh Lane, Southampton, SO14 3EX

14h ouble 2014

Profit and Loss Account for the year ended 31 May 2014

	Note	2014 £		2013 £
Turnover	2	46,109,406		39,628,632
Cost of sales		(37,028,383)		(32,036,613)
Gross profit		9,081,023	-	7,592,019
Administrative expenses		(9,049,856)	-	(7,434,623)
		31,167		157,396
Other operating income		148,482	-	224,974
Operating Profit	3	179,649		382,370
Other interest receivable/similar income		57		6
Interest payable/similar charges	6	(57,246)	-	(63,247)
Profit on ordinary activities before taxation		122,460		319,129
Taxation on profit on ordinary activities		(1,109)		(17,844)
Profit on ordinary activities after taxation		121,351	- -	301,285

All amounts relate to continuing activities.

All recognised gains and losses m the current and prior year are included in the profit and loss account

The notes on pages 9 to 20 form part of these financial statements

Balance Sheet at 31 May 2014

Fixed assets	Note	2014 £	2014 £	2013 £	2013 £
Tangible assets	9		576,523		331,110
Current assets Stocks Debtors Cash at bank and in hand	10 11	452,467 12,050,811 503,993	_	437,695 8,209,508 521,277	
		13,007,271		9,168,480	
Creditors: amounts falling due within one year	12	(11,938,640)		(7,983,828)	
Net current assets			1,068,631		1,184,652
Total assets less current liabilities			1,645,154		1,515,762
Provisions for liabilities	13		(15,858)		(7,817)
			1,629,296	- -	1,507,945
Capital and reserves				-	
Called up share capital	15		40,000		40,000
Capital redemption reserve	16		10,000		10,000
Profit and loss account	16		1,579,296		1,457,945
Shareholders' funds	17		1,629,296		1,507,945

These financial statements were approved by the board of directors on 10th October 2014 and were signed on its behalf by:

U K Sharma Director

Company registered number 4142508

The notes on pages 9 to 20 form part of these financial statements

Cash Flow Statement for the year ended 31 May 2014

	Note	2014 £	2014 £	2013 £	2013 £
Net cash (outflow)/ inflow from operating activities	21	♣,	(416,192)	L	1,298,037
Returns on investments and servicing of finance					
Interest received		57		6	
Interest paid bank loans and overdrafts		.		(422)	
Interest paid invoice discounting Interest paid hire purchase	_	(57,246)	_	(62,825)	
Net cash outflow from returns on investments and servicing of finance			(57,189)		(63,241)
Taxation					•
Corporation tax received (paid) Capital expenditure and financial investment		765			(82,428)
Payments to acquire tangible fixed assets		(423,283)		(151,889)	
Receipts from sale of tangible fixed assets	_	1,243	-	845	
Net cash outflow from capital expenditure and financial investment			(421,275)		(151,044)
Dividends paid			-		(200,000)
(Decrease)/ increase in cash	22	_	(894,656)	_	801,324

The notes on pages 9 to 20 form part of these financial statements

Notes

(Forming part of the financial statements)

1 Accounting policies

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

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements

The following principal accounting policies have been applied

Turnover

Turnover representing sales to products and services to external customers at invoiced amounts less value added tax and other sales taxes, rebates and discounts are recognised at the point of delivery or when the service is provided

Turnover from contractual services that cover a period of time is recognised over the period the service is provided

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such cost include costs directly attributable to making the asset capable of operating as intended

Depreciation is provided to write off the cost, less estimated residual values, of all tangible fixed assets over their expected useful lives. It is calculated at the following rates

Leasehold property Plant and machinery Motor vehicles

25% Straight-line25% Straight-line25% Straight-line

Fixtures and fittings Computer equipment - Between 14% and 25% Straight-line - Between 20% and 50% Straight-line

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is based on the cost of purchase on a first in, first out basis net realisable value is based on estimated selling price less additional costs to completion and disposal

Foreign currency

Foreign currency transactions are translated into sterling at the rates ruling when they incurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date any differences are taken to the profit and loss account

Dividends

Equity dividends are recognised when they become legally payable interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at a general meeting

1 Accounting policies (continued)

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred

Current tax is measured at amounts expected to be paid sum the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences

Deferred tax balances are not discounted

Leased assets

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account over the shorter of estimated useful economic life and the period of the lease

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the profit and loss account over the period of the lease and is calculated so that ii represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor

All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight-line basis over the term of the lease

Pension costs

Contributions to the company's defined contribution pension scheme are charged to the profit and loss account in the year in which they become payable

Research and development

Development costs are charged to the profit and loss account in the year of expenditure, unless individual projects satisfy all of the following criteria

- the project is clearly defined and related expenditure is separately identifiable,
- the project is technically feasible and commercially viable,
- · current and future costs are expected to be exceeded by future sales, and
- adequate resources exist for the project to be completed

In such Circumstances the costs are earned forward and amortised over a period not exceeding five years commencing m the year the company starts to benefit from the expenditure

Liquid resources

For the purposes of the cash flow statement, liquid resources are defined as current asset investments and short term deposits

2 Turnover		
	2014	2013
And the State of the Control of the	£	£
Analysis by geographical market United Kingdom	43,940,621	37,211,025
Europe	697,348	1,125,314
Rest of the world	1,471,437	1,292,293
Turnover is wholly attributable to the principal activity of the company	46,109,406	39,628,632
3 Operating profit		
	2014	2013
	£	£
This is arrived at after charging/(crediting)		
Depreciation of tangible fixed assets	165,789	114,735
Loss/ (profit) on disposal of tangible fixed assets	6,128	(29)
Hire of other assets-operating leases	195,783	206,255
	2014	2013
	£	£
Amounts receivable by auditors and their associated in respect of:	14,000	12,325
Audit of financial statements Taxation services -	11,000	
-	25,000	12,325
4 Employees		
Staff costs (including directors) consists of		
	•	
	2014	2013
	£	£
Wages and salaries	6,059,534	4,714,610
Social security costs	698,033	575,585
Other pension costs	34,250	28,574
	6,791,817	5,318,769
The average number of employees (including directors) during the year was as follows		
	2014	2013
	£	£
Sales	58	53
Administration and technical services	41	35
		88
	<u> </u>	

5 Remuneration of directors

	2014 £	2013
Directors' emoluments Company contributions to money purchase pension schemes	862,663 16,264	721,000 12,142

There were three directors in the company's defined contribution pension scheme during the year (2013-3)

The total amount payable to the highest paid director in respect of emoluments was £310,051 (2013 - £199,111) Company pension contributions of £5,038(2013-£916) were made to a money purchase scheme on their behalf

6 Interest payable and similar charges

2014	2013
£	£
1,802	422
55,444	62,825
57,246	63,247
2014	2013
£	£
-	45,000
-	155,000
	200,000
	1,802 55,444 57,246

During the year dividends totalling £nil (2013: £107,660) were waived by certain shareholders

8 Taxation on profit on ordinary activities

	2014 £	2013 £
UK corporation tax	T.	L
Current tax on income for the period	-	10,877
Adjustments in respect of prior periods	(6,932)	
Total current tax	(6,932)	10,877
Deferred tax		
Origination/reversal of timing differences	5,543	7,307
Adjustment in respect of previous years	4,045 (1,547)	(340)
Effect of change in rate	(1,547)	
Movement in deferred tax provision	8,041	6,967
Taxation (credit)/ charge on profit on ordinary activities	1,109	17,844
profit before tax. The differences are explained below	2014	2013
	£	£
Profit on ordinary activities before tax	122,460	319,129
Profit on ordinary activities at the standard rate of corporation tax of 23 % (2013: 24%)	28,166	76,591
Effect of expenses not deductible for tax purpose	8,447	13,815
Capital allowances for period in (excess)/deficit of depreciation	(39,750)	(7,307)
Adjustment to tax charge in respect of previous periods	(6,932)	-
R and D tax credit	(31,293)	(70,046)
Unrelieved tax losses and other deductions	33,058	-
Other differences	1,372	(2,176)
Current tax (credit)/ charge for the year	(6,932)	10,877

9 Tangible fixed assets

	Land and buildings	Plant and machinery	Motor Vehicles	Fixtures and Fittings	Computer Equipment	Total
_	£	£	£	£	£	£
Cost						
At beginning of year	48,611	5,400	105,758	104,943	584,208	848,920
Additions	4,620	-	-	36,036	382,627	423,283
Disposals	-	-	(5,833)	-	(55,495)	(61,328)
At end of year	53,231	5,400	99,925	140,979	911,340	1,210,875
Depreciation						
At beginning of year	7,721	1,034	75,055	67,426	366,574	517,810
Charge for year	12,514	786	1,116	15,899	135,474	165,789
Disposals	, <u>-</u>	-	(1,121)	, -	(48,126)	(49,247)
At end of year	20,235	1,820	75,050	83,325	453,922	634,352
Net book value						
At 31 May 2014	32,996	3,580	24,875	57,654	457,418	576,523
At 31 May 2013	40,890	4,366	30,703	37,517	217,634	331,110

10 Stocks		
	2014	2013
	£	£

Finished goods and goods for resale 452,467 437,695

There is no material difference between the replacement cost of stocks and the amounts stated above

11 Debtors

	2014 £	2013 £
Trade debtors	11,030,592	7,554,234
Directors' loan account	135,404	20,000
Other debtors	264,473	191,753
Prepayments and accrued income	620,342	443,521
	12,050,811	8,209,508

All amounts shown under debtors fall due for payment within one year

12 Creditors: amounts falling due within one year

	2014	2013
	£	£
Bank loans and overdrafts	1,251,623	374,251
Trade creditors	9,288,801	6,276,036
Corporation tax	· -	10,877
Other taxation and social security	711,891	626,106
Other creditors	502,884	380,924
Accruals and deferred income	183,441	315,634
	11,938,640	7,983,828

The bank loans and overdrafts are secured by a fixed and floating charge over the assets of the company

13 Deferred Tax Liability

	Deferred taxation £
Liability at beginning of year Charge to the profit and loss account	7,817 8,041
Liability at end of year	15,858

14 Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension charge amounted to £34,250 (2013-£28,574). At the year end pension contributions of £nil (2013-£nil) were outstanding There were no prepaid contributions at either the beginning or end of the financial year

15 Share Capital

	2014	2013
Allotted, called up and fully paid	T.	£
40,000 'A' ordinary shares of £1 each	40,000	40,000

16 F	leserv	es
------	--------	----

16 Reserves				
			Capital redemption reserve	Profit and loss account £
At beginning of year Profit for the year Dividends			10,000 - -	1,457,945 140,434 -
At end of year			10,000	1,598,379
17 Reconciliation of movements in shareholders	' funds			
			2014	2013
			£	£
Profit for the year Dividends			140,434	301,285 (200,000)
Net additions to shareholders' funds			140,434	101,285
Opening shareholders' funds			1,507,945	1,406,660
Closing shareholders' funds			1,648,379	1,507,945
18 Commitments under operating leases				
	2014	2014	2013	2013
	Land and	Other	Land and	Other
	buildings		buildings	
	£	£	£	£
Operating leases which expire:		7 (20	38,000	
Within one year In two to five years	272,862	7,620 43,296	38,000 159,646	32,600
in two to rive years	272,862 - 272,862 -	50,916	197,646	32,600
	2/2,002	30,710	177,040	32,000

19 Related party disclosures

Controlling Parties

The directors consider U K Sharma to have control of the company by virtue of his majority shareholding

Related party transactions and balances

U K Sharma and D T Manners, directors of Vohkus Limited, are also directors of E-Plenish Limited

During the year sales and management charges of £475,603 (2013- £377,815) were made by Vohkus Limited to E-Plenish Limited, and Vohkus Limited purchased services totalling £9,672 (2013 - £29,585) from E-Plenish Limited

At the year end £94,809 (2013- £45,235) was due from E-Plenish Limited, and is included within trade debtors. Included within creditors at the year end is £3,167 (2013- £4,106) due to E-Plenish Limited

U K Sharma, D T Manners and L Lawrence, directors of Vohkus Limited, are also directors of Simmbiotic Limited

During the year sales and management charges of £55,100(2013 - £66,373) were made by Vohkus Limited to Simmbiotic Limited, and Vohkus Limited purchased services totalling £387,664 (2013 - £224,176) from Simmbiotic Limited

At the year end £36,037 (2013-£49,701) was due from Simmbiotic Limited and is included within trade debtors. Included within trade creditors at the year end is £19,850 (2013 - £17,155) due to Simmbiotic Limited

Loans and transactions concerning directors and officers of the company

	Amounts
	owed by
	directors
Related party	
2014	
D Manners	63,828
F O'Leary	25,000
U Sharma	46,576
2013	
L Forster	10,000
U Sharma	10,000

During the year the following dividends were paid to directors U K Sharma £ nil (2013- £200,000), Mr D Manners £ nil (2013- £Nil), Mr F O'Leary £ nil (2013- £Nil)

During the year the following dividends were waived by directors Mr D Manners £ nil (2013 - £53,830), Mr F O'Leary £ nil (2013- £53,830)

20 Capital commitments

	2014	2013
	£	£
Contracted but not provided for	nil	156,646

The contracted payments at May 2013 above were be paid to a related party, Simmbiotic Limited

21 Reconciliation of operating profit to net cash inflow from operating activities

	2014 £	2013 f
	~	~
Operating profit	179,649	382,370
Depreciation of tangible fixed assets	165,789	114,735
(Profit)/loss on sale of tangible fixed assets	6,128	(29)
(Increase)/ decrease in stocks	(14,772)	492,120
(Increase) in debtors	(3,841,303)	(928,803)
Increase in creditors	3,088,317	1,237,644
	(416,192)	1,298,037

22 Reconciliation of net cash flow to movement in net funds/ (debt)

	2014 £	2013 £
(Decrease)/ increase in cash	(894,656)	801,324
Movement in net funds/(debt) Opening net debt	(894,656) 147,026	801,324 (654,298)
Closing net (debt)/ funds	(747,630)	147,026

23 Analysis of net funds/ (debt)

	At 1 June 2013 £	Cashflow	At 31 May 2014
		£	£
Cash at bank and in hand	521,277	(17,284)	503,993
Bank overdrafts	(374,251)	(877,372)	(1,251,623)
Total	147,026	(894,656)	(747,630)