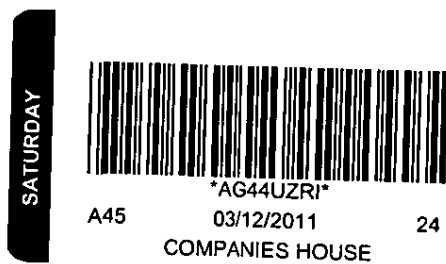


RS COMPONENTS HOLDINGS LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
31 MARCH 2011



RS COMPONENTS HOLDINGS LIMITED

Report of the Directors for the year ended 31 March 2011

The Directors present their report and the audited financial statements for the year ended 31 March 2011

Business Review

The principal activity of the Company in the year under review was as an investment holding company

Dividends

During the year the Company paid a dividend of £nil (2010 £658,052)

The Directors do not propose a final dividend for the year (2010 £nil)

Directors

The Directors who served during the year were as follows

S Boddie
I P Haslegrave
M C Taylor

Disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office

BY THE ORDER OF THE BOARD


I P Haslegrave
Company Secretary

U July 2011

Registered Office International Management Centre
8050 Oxford Business Park North
Oxford
OX4 2HW

Registered Number 3718521

Statement of Directors' Responsibilities in respect of the Directors Report and Financial Statements

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 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 judgments 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 auditors' report to the members of RS Components Holdings Limited

We have audited the financial statements of RS Components Holdings Limited for the year ended 31 March 2011 set out on pages 4 to 8. 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 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 to 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 (APB'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 APB's web-site at www.frc.org.uk/apb/scope/private.cfm.

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 2011 and of its result 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 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.

Paul Sawdon (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

15 Canada Square

London, E14 5GL

27 July 2011

RS COMPONENTS HOLDINGS LIMITED

Profit and Loss account for the year ended 31 March 2011

	2011	2010
	£	£
Income received from subsidiary undertaking	-	658,052
Profit on ordinary activities before taxation	-	658,052
Taxation on profit on ordinary activities	-	-
Profit for the financial year	-	658,052

The notes on pages 6 and 8 form part of these financial statements

RS COMPONENTS HOLDINGS LIMITED

**Balance Sheet as at 31 March 2011
Company Number 3718521**

Notes		Notes	2011 £	2010 £
2	Fixed assets			
	Investment in group undertaking	2	5,620,656	5,620,656
	Creditors amounts falling after more than one year			
	Amount owed to ultimate parent company		(1,044,695)	(1,044,695)
	Net assets		<u>4,575,961</u>	<u>4,575,961</u>
4	Capital and reserves			
	Called-up equity share capital	4	3	3
	Share premium		4,575,958	4,575,958
	Equity shareholders' funds		<u>4,575,961</u>	<u>4,575,961</u>

These financial statements were approved by the Board of Directors on ~~21~~ 2 July 2011 and signed on its behalf by


M C Taylor

Director

The notes on pages 6 and 8 form part of these financial statements

Notes to the accounts

1 Principal accounting policies

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

a) Basis of accounting

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

The Company is exempt by virtue s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The Company is taking advantage of the exemption available under FRS 8 'Related Party Disclosures' not to disclose transactions with other Group companies.

b) Investment in group undertakings

Shares in group undertakings are stated at the lower of cost and their underlying net asset value at the date of acquisition, less any provision necessary to reflect any subsequent permanent diminution in value.

c) Cash flow statement

Under Financial Reporting Standard 1 (revised 1996), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking and a Group cash flow statement is included in the financial statements of the Ultimate Parent Company.

2. Investment in group undertaking

	2011 £	2010 £
Investment at cost	<u>5,620,656</u>	<u>5,620,656</u>

The Company owns 28.078% of the issued share capital of RS Components B.V., a Company incorporated in the Netherlands which trades by mail order in electronic, electrical and mechanical parts.

RS COMPONENTS HOLDINGS LIMITED

3. Taxation on ordinary activities

	2011 £	2010 £
United Kingdom corporation tax at 28% (2010 28%)	-	-
Prior period adjustment	-	-
Double tax relief	-	-
Tax on profit on ordinary activities	-	-

The tax assessed for the year is lower (2010 lower) than the standard rate of corporation tax in the UK 28% the differences are explained below

	2011 £	2010 £
Profit before taxation	-	658,052
Corporation tax at 28% (2010 28%)	-	184,255
Income not subject to corporation tax	-	(184,255)
Tax charge for the year	-	-

Factors that may affect the future tax charge

There are no known factors that may affect the future tax charge

4. Called-up share capital

	2011 £	2010 £
Ordinary shares of £1 each Authorised	10,000,000	10,000,000
Allotted, called-up and fully paid	3	3

5 Reserves

	Profit and loss reserve £
At 1 April 2010	-
Profit for the year	-
Dividend paid	-
At 31 March 2011	-

Notes to the accounts (continued)

6 Directors' emoluments and employees

The Directors received no emoluments from the Company

The Company did not employ any staff during the year

7. Auditor's remuneration

The auditor's remuneration is borne by the Ultimate Parent Company. The fee assigned to the 2011 audit is £400 (2010: £400). Full disclosure of the amounts of remuneration given to the Company's auditors from the supply of other non-audit services to the Company is included on a group wide basis in the Group accounts of Electrocomponents plc. This can be obtained from the address given in note 8.

8. Ultimate Parent Company

The Ultimate Parent Company is Electrocomponents plc, a company registered in England and Wales. Copies of the financial statements of Electrocomponents plc may be obtained from

Electrocomponents plc
International Management Centre
8050 Oxford Business Park North
Oxford
OX4 2HW