SLOUGH MOTOR COMPANY LIMITED FINANCIAL STATEMENTS FOR 30 NOVEMBER 2012

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THE LEAMAN PARTNERSHIP LLP

Chartered Accountants & Statutory Auditor
47-57 Marylebone Lane
London
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FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

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THE DIRECTORS' REPORT

YEAR ENDED 30 NOVEMBER 2012

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 November 2012

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The main activities of the company are the sale, export, hire and maintenance of motor vehicles and ancillary services

The directors are satisfied with the results for the year despite the competitive nature if the industry They consider that existing operational plans will result in further development for the company in the foreseeable future

The directors consider that the key financial performance indicators (KPIs) are those that communicate the financial performance and strength of the company as a whole to the members These KPIs comprise turnover, operating profit and shareholders' funds

Turnover for the year was £55,462,244 (2011 £53,494,391)

The operating profit was £432,027 (2011 £227,861) and the profit before tax was £368,756 (2011 £178,405)

Shareholders' funds decreased by £924,134 to £2,339,147 as a result of the post tax profit and fixed asset revaluations for the year

The directors consider that the principal non-financial KPIs are customer service, employee satisfaction and health and safety. The directors are satisfied with the company's performance in each of these areas

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £257,833 The directors have not recommended a dividend

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's principal financial instruments comprise cash balances and bank overdrafts and loans. The main purpose of these financial instruments is to provide finance for the company's operations.

The main financial risks arising from the company's financial instruments are credit risk and liquidity risk. The company minimises its exposure to credit risk by conducting status enquiries and gate control at trading premises and by regularly reviewing the aged analysis debtors. The company minimises its exposure to liquidity risk by ensuring that sufficient funds are available for its day to day operations via use of its borrowing facility.

DIRECTORS

The directors who served the company during the year were as follows

M J Warnes

C Redfern

L S Mudan

FIXED ASSETS

Movements in fixed assets are set out in note 7

THE DIRECTORS' REPORT (continued)

YEAR ENDED 30 NOVEMBER 2012

AUDITOR

The Leaman Partnership LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Registered office 331 Long Lane Hillingdon Uxbridge Middlesex UB10 9JU Signed on behalf of the directors

M J Warnes

Director

Approved by the directors on 11 June 2013

STATEMENT OF DIRECTORS' RESPONSIBILITIES

YEAR ENDED 30 NOVEMBER 2012

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 year.

In preparing those 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,
- state whether applicable UK 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 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SLOUGH MOTOR COMPANY LIMITED

YEAR ENDED 30 NOVEMBER 2012

We have audited the financial statements of Slough Motor Company Limited for the year ended 30 November 2012. 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 shareholders, 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 shareholders 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 shareholders 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 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 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

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 annual report to identify material inconsistencies with the audited financial statements. 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 November 2012 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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SLOUGH MOTOR COMPANY LIMITED (continued)

YEAR ENDED 30 NOVEMBER 2012

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

P MATTEI (Senior Statutory

Auditor)

For and on behalf of

THE LEAMAN PARTNERSHIP LLP

Chartered Accountants

& Statutory Auditor

47-57 Marylebone Lane London W1U 2NT

11 June 2013

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 NOVEMBER 2012

		2012	2011
	Note	£	£
TURNOVER	2	55,462,244	53,494,391
Cost of sales		48,337,239	46,112,253
GROSS PROFIT		7,125,005	7,382,138
Distribution Costs		4,589,557	5,085,720
Administrative expenses		2,103,421	2,068,557
OPERATING PROFIT	3	432,027	227,861
Interest payable and similar charges	5	63,271	49,456
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	ī	368,756	178,405
Tax on profit on ordinary activities	6	110,923	55,000
PROFIT FOR THE FINANCIAL YEAR		257,833	123,405

All of the activities of the company are classed as continuing

SLOUGH MOTOR COMPANY LIMITED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

YEAR ENDED 30 NOVEMBER 2012

	2012	2011 £
Profit for the financial year attributable to the shareholders	257,833	123,405
Unrealised loss on revaluation of certain fixed assets	(1,181,967)	_
Total gains and losses recognised since the last annual report	(924,134)	123,405

BALANCE SHEET

30 NOVEMBER 2012

		2012		2011
	Note	£	£	£
FIXED ASSETS				
Tangible assets	7		2,190,099	3,424,936
CURRENT ASSETS				-
Stocks	8	5,867,976		4,817,494
Debtors	9	1,705,248		2,303,173
Cash in hand		2,950		2,900
		7,576,174		7,123,567
CREDITORS: Amounts falling due within one				
year	10	7,277,126		7,135,222
NET CURRENT ASSETS/(LIABILITIES)			299,048	(11,655)
TOTAL ASSETS LESS CURRENT LIABILITIES	;		2,489,147	3,413,281
CREDITORS: Amounts falling due after more				
than one year	11		150,000	150,000
			2,339,147	3,263,281
CAPITAL AND RESERVES				
Called-up equity share capital	16		50,100	50,100
Revaluation reserve	17		1,108,020	2,289,987
Profit and loss account	17		1,181,027	923,194
SHAREHOLDERS' FUNDS	18		2,339,147	3,263,281

These financial statements were approved by the directors and authorised for issue on 11 June 2013, and are signed on their behalf by

M J WARNES

Company Registration Number 01614118

CASH FLOW STATEMENT

YEAR ENDED 30 NOVEMBER 2012

		2012		2011
NUMBER OF STREET OF STREET OF STREET	Note	£	£	£
NET CASH INFLOW FROM OPERATING ACTIVITIES	19		437,065	186,132
RETURNS ON INVESTMENTS AND				
SERVICING OF FINANCE	19		(63,271)	(49,456)
TAXATION	19		(53,451)	(154,000)
CAPITAL EXPENDITURE AND FINANCIAL				
INVESTMENT	19		(101,885)	(108,332)
INCREASE/(DECREASE) IN CASH			218,458	(125,656)
RECONCILIATION OF NET CASH FLOW TO	MOVEM	ENT IN NE	T DEBT	
			2012	2011
			£	£
Increase/(Decrease) in cash in the period			218,458	(125,656)
Movement in net debt in the period			218,458	(125,656)
Net debt at 1 December 2011		19	(681,500)	(555,844)
Net debt at 30 November 2012		19	(463,042)	(681,500)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets and in accordance with applicable accounting standards

Consolidation

The company was, at the end of the year, a subsidiary of another company incorporated in the EEA and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts

Turnover

Turnover represents the value of goods sold, services provided and commissions receivable by the company, exclusive of value added tax

Fixed assets

All fixed assets are initially recorded at cost, comprising all expenditure that is directly attributable to bringing the asset into working condition for its intended use. Assets are then carried in the Balance Sheet using the following measurement bases

- Freehold properties existing use value
- All other fixed assets depreciated historical cost

Assets included in the Balance Sheet at current value are revalued where there have been material changes in the value Valuations of property assets are carried out by the an external, qualified valuer, who is independent of the Company The method of valuations is in accordance with the principles and guidance notes issued by the Royal Institute of Chartered Surveyors

Increases as a result of revaluations are debited to the appropriate asset account, with the opposite entry going to the Revaluation Reserve to recognise unrealised gains, except to the extent where it reverses a previous revaluation loss that was charged to the Profit and Loss Account In this case the revaluation gain will first be used to offset the previous loss and any further gain is then taken to the Revaluation Reserve

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Freehold Property Leasehold Property

Fixtures, fittings, plant and equipment

- 2% to 10% per annum

- over the unexpired period of the lease

- 10% to 33 33% per annum

Stocks

Stock is valued at the lower of cost and net realisable value. Stock held on consignment is accounted for in the balance sheet only when title has passed to the group or when the commercial risk of obsolescence rests with the company

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

1. ACCOUNTING POLICIES (continued)

Leased assets

Rental payments are written off in the period they are incurred

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either 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

3.

The turnover and profit before tax are attributable to the one principal activity of the company An analysis of turnover is given below

2012

2011

United Kingdom	£ 55,462,244	£ 53,494,391
OPERATING PROFIT		
Operating profit is stated after charging		
	2012 £	2011 £
Directors' remuneration Depreciation of owned fixed assets Operating lease costs	154,755	166,335
- Other	389,575	360,701
Auditor's remuneration - audit of the financial statements Auditor's remuneration - other fees	18,500 4,500	18,500 4,500
	2012 £	2011 £
Auditor's remuneration - audit of the financial statements	18,500	18,500
Auditor's remuneration - other fees		
- Other services	4,500	4,500

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to

		2012	2011
		No	No
	Number of production staff	16	19
	Number of distribution staff	90	91
	Number of administrative staff	30	32
		136	142
	The aggregate payroll costs of the above were		
		2012	2011
		£	£
	Wages and salaries	3,545,651	3,702,997
	Social security costs	364,896	399,058
	Other pension costs	129,617	136,315
		4,040,164	4,238,370
5.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2012	2011
	Internet according on bonds because	£	£
	Interest payable on bank borrowing Other loans	11,769 51,502	9,791 39,665
	Other loans	51,502	
		63,271	49,456
6.	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
		2012	2011
		£	£
	Current tax		
	UK Corporation tax based on the results for the year at 24 67%		
	(2011 - 26.67%)	110,923	55,000
	Total current tax	110,923	55,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

6. TAXATION ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 24 67% (2011 - 26 67%)

	2012 £	2011 £
Profit on ordinary activities before taxation	368,756	178,405
Profit on ordinary activities by rate of tax	90,972	47,581
Permanent timing differences	6,518	3,275
Other timing differences	14,008	7,273
Other adjustments	(575)	(3,129)
Total current tax (note 6(a))	110,923	55,000

7. TANGIBLE FIXED ASSETS

	Freehold Property £	Leasehold Property £	Fixtures, fittings, plant and equipment	Total £
COST OR VALUATION				
At 1 December 2011	3,238,006	45,738	1,742,099	5,025,843
Additions	_	_	101,885	101,885
Disposals			(22,368)	(22,368)
Revaluation	(1,288,006)			(1,288,006)
At 30 November 2012	1,950,000	45,738	1,821,616	3,817,354
DEPRECIATION				
At 1 December 2011	97,298	33,326	1,470,283	1,600,907
Charge for the year	14,968	6,665	133,122	154,755
On disposals	-	_	(22,368)	(22,368)
Revaluation adjustment	(106,039)	-	_	(106,039)
At 30 November 2012	6,227	39,991	1,581,037	1,627,255
NET BOOK VALUE				
At 30 November 2012	1,943,773	5,747	240,579	2,190,099
At 30 November 2011	3,140,708	12,412	271,816	3,424,936
	 			

The properties were valued by Stiles Harold Williams, Chartered Surveyors, on 17 July 2012 at a value of £1,950,000

All other tangible assets are stated at historical cost

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

7. TANGIBLE FIXED ASSETS (continued)

In respect of certain fixed assets stated at valuations, the comparable historical cost and depreciation values are as follows

	depreciation values are as follows	2012 £	2011 £
	Historical cost	1,107,438	1,107,438
8.	STOCKS		
		2012	2011
	Stock	5,867,976	£ 4,817,494
9.	DEBTORS		
		2012 £	2011 £
	Trade debtors	148,489	553,331
	Amounts owed by group undertakings	1,203,382	1,463,698
	Prepayments and accrued income	353,377	286,144
		1,705,248	2,303,173
10.	CREDITORS: Amounts falling due within one year		
		2012	2011
	0	£	£
	Overdrafts Trade creditors	315,992 4,865,771	534,400 4,293,486
	Amounts owed to group undertakings	4,803,771	4,293,480
	Corporation tax	139,766	82,294
	Other taxation and social security	143,314	338,844
	Accruals and deferred income	1,382,559	1,456,474
		7,277,126	7,135,222

The bank overdrafts and certain trade creditors are secured by fixed and floating charges over certain assets of the company

The following liabilities disclosed under creditors falling due within one year are secured by the company

2012	2011
£	£
315,992	534,400
1,099,297	317,623
1,415,289	852,023
	£ 315,992 1,099,297

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

11. CREDITORS: Amounts falling due after more than one year

	2012	2011
	£	£
Shareholders' loans	150,000	150,000

12. PENSIONS

The parent company operates a group personal pension plan under which contributions are paid into individual policies. Contributions paid by the company are written off to the profit and loss account in the accounting period in which they are incurred.

13. COMMITMENTS UNDER OPERATING LEASES

At 30 November 2012 the company had annual commitments under non-cancellable operating leases as set out below

	Land and buildings	
	2012	2011
	£	£
Operating leases which expire		
Within 1 year	20,400	153,000
Within 2 to 5 years	115,708	10,708
After more than 5 years	246,900	231,400
	383,008	395,108

14. CONTINGENCIES

The company is a member of a group registration for value added tax purposes and, accordingly is jointly and severally liable for any such tax due by the representative member

The company is part of an intercompany guarantee of £1,500,000 given to the company bankers covering Slough Motor Company Limited and Bestodeck Limited At 30 November 2012 the amount guaranteed by the company not included on the company balance sheet was £163,900 (2011 - £292,038)

The company guarantees a group stocking arrangement for the group of which it is a member At 30 November 2012 the amount of trade creditors guaranteed by the company not included on the company balance sheet was £2,779,570 (2011 - £2,497,420)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

15. RELATED PARTY TRANSACTIONS

During the year the company was charged management charges by the parent company, Bestodeck Limited, of £308,712 (2011 - £247,272)

At the year end the company was owed £1,199,880 (2011 - £1,460,198) by Bestodeck Limited in respect of current balances and owed Bestodeck £150,000 (2011 - £150,000) in respect of long term balances

At the year end the company was owed £3,500 (2011 - £3,500) by Cedarzone Limited, a group company and owed £429,724 (2011 - £429,724) to Wessex Motor Company Limited, a group company

These balances do not attract interest

16. SHARE CAPITAL

Allotted, called up and fully paid:

	2012		2011	
	No	£	No	£
50,000 'A' ordinary shares of £1 each	50,000	50,000	50,000	50,000
100 'B' ordinary shares of £1 each	100	100	100	100
	50,100	50,100	50,100	50,100

'A' ordinary shares carry the right to participate in dividends and in a distribution of assets on a liquidation or otherwise but not the right to receive notice of or to attend and vote at general meetings

'B' ordinary shares carry only the right to receive notice of and to attend and vote at general meetings, and do not carry the right to be entitled to participate in dividends or in a distribution of assets on a liquidation or otherwise

17. RESERVES

	Revaluation	Profit and loss
	reserve	account
	£	£
Balance brought forward	2,289,987	923,194
Profit for the year	_	257,833
Other gains and losses		
- Revaluation of fixed assets	(1,181,967)	_
Balance carried forward	1,108,020	1,181,027

There is no present intention to dispose of the revalued properties, accordingly no provision has been made in these financial statements for taxation of £265,925 (2011 - £686,996) which would arise in the event of such a disposal

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

18 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Profit for the financial year Other net recognised gains and losses	257,833 (1,181,967)	123,405 -
Net (reduction)/addition to shareholders' funds Opening shareholders' funds	(924,134) 3,263,281	123,405 3,139,876
Closing shareholders' funds	2,339,147	3,263,281

19. NOTES TO THE CASH FLOW STATEMENT

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2012	2011
	£	£
Operating profit	432,027	227,861
Depreciation	154,755	166,335
(Increase)/decrease in stocks	(1,050,482)	352,571
Decrease/(increase) in debtors	597,925	(276,240)
Increase/(decrease) in creditors	302,840	(284,395)
Net cash inflow from operating activities	437,065	186,132

RETURNS ON INVESTMENTS AND SERVICING OF FINANCE

	2012	2011
	£	£
Interest paid	(63,271)	(49,456)
Net cash outflow from returns on investments and servicing of		<u>-</u> _
finance	(63,271)	(49,456)

TAXATION

£
(154,000)
)

CAPITAL EXPENDITURE

	2012	2011
	£	£
Payments to acquire tangible fixed assets	(101,885)	(108,332)
Net cash outflow from capital expenditure	(101,885)	(108,332)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2012

19. NOTES TO THE CASH FLOW STATEMENT (continued)

ANALYSIS OF CHANGES IN NET DEBT

	At		At
	1 Dec 2011	Cash flows	30 Nov 2012
	£	£	£
Net cash			
Cash in hand and at bank	2,900	50	2,950
Overdrafts	(534,400)	218,408	(315,992)
	(531,500)	218,458	(313,042)
Debt			
Debt due after 1 year	(150,000)	_	(150,000)
Net debt	(681,500)	218,458	(463,042)
			

20. ULTIMATE PARENT COMPANY

The company's ultimate parent company and controlling party is Bestodeck Limited, a company registered in England

The group has no ultimate controlling party