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HESTAIR SPECIALIST VEHICLES LIMITED (formerly Dennis Specialist Vehicles Limited)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986



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BinderHamlyn CHARTERED ACCOUNTANTS

HESTAIR SPECIALIST VEHICLES LIMITED ///
(formerly Dennis Specialist Vehicles Limited)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986

REPORT OF THE DIRECTORS for the year ended 31 JANUARY 1986

The directors submit their report and financial statements for the year ended 31 January 1986.

CHANGE OF NAME

The name of the company was changed by special resolutions on 15 August 1985 to Dernis Specialist Vehicles Limited, and on 21 January 1986 to Hestair Specialist Vehicles Limited.

RESULTS AND DIVIDENDS

The profit for the year, after taxation and extraordinary items, amounted to £25,445. The directors do not recommend the payment of a final ordinary dividend.

REVIEW OF THE BUSINESS

The principal activity of the company continues to be the manufacture of specialist vehicles.

On 1 February 1985 the company acquired the business and net assets of Dennis Eagle Limited (for morely Hestair Eagle Limited), a fellow subsidiary, at their net book value. The principal activity of this business was also manufacture of specialist vehicles.

The freehold factory premises at Guildford were sold and production has been reorganised within the existing leasehold premises at Guildford and the new freehold factory at Warwick.

Trading was adversely affected during the reorganisation, which is now complete, and by the depressed market for buses in the UK.

The company is reliant upon the financial support of the parent company Hestair plc.

RESEARCH AND DEVELOPMENT

The company is continually developing all of its major product lines, namely fire appliances, refuse vehicles and buses.

FIXED ASSETS

The movements in fixed assets are set out in note 8 on page 13. In particular the company has sold its freehold site at Guildford for £10,051,500 realising a surplus over historical cost of £7,429,000 which has been dealt with as an extraordinary item.

REPORT OF THE DIRECTORS
for the year ended 31 JANUARY 1986
(continued)

DIRECTORS AND THEIR INTERESTS

The directors who have served during the year were:

D. Hargreaves

R. Raworth

G.H. Hollyhead

S.I. Burton

D.C. Plumley

N. Ward

In addition M.B. Bannister, B.E. Mealing and R.T. Owen served until 31 December 1985, when they resigned. J.W. Callow, T.Grove, J.M. Stoke, P.B. Geary and G.R. Greensall were appointed on 1 February 1986.

D. Hargreaves, R. Raworth and G.H. Hollyhead are directors of Hestair plc.

The beneficial and only interests of the remaining directors and their families in the shares and debentures of any company in the Hestair Group requiring disclosure in these accounts were:

	Number of ordin in Hesta:		shares in	on ordinary Hestair plc
	31 January 1986	31 January 1985	31 January 1986	31 January 1985
S.L. Burton	-	- · -	30,000 2,897	22,000
D.C. Plumley N. Ward		-	11,897	-

No director had any interest during the year in any contract with the company or other group companies other than a contract of service.

DISABLED EMPLOYEES

The company gives every consideration to applications for employment from disabled persons where the requirements of the job may be adequately covered by a handicapped or disabled person.

With regard to existing disabled employees and those who have become disabled during the year, the company has continued to examine ways and means of providing continuing employment under normal terms and conditions and provide training and career development and promotions wherever appropriate.

EMPLOYEE INVOLVEMENT

During the year, the policy of providing employees with information about the company has been continued and employees have also been encouraged to present their suggestions and views on the company's performance.

In October 1985, invitations to participate in the Hestair savings-related share option scheme were made to all U.K. employees with at least one year's service and options on Hestair plc ordinary shares were granted to 30 employees.

REPORT OF THE DIRECTORS for the year ended 31 JANUARY 1986 (continued)

POLITICAL AND CHARITABLE CONTRIBUTIONS

No political or charitable contributions were made during the year.

CLOSE COMPANY

The company is not a close company within the provisions of the Income and Corporation Taxes Act 1970, as amended.

AUDITORS

A resolution to reappoint Binder Hamlyn as auditors will be put to the members at the annual general meeting.

by Order of, the Board,

Director.

27 May 1986.

BinderHamlyn

CHARTERED ACCOUNTANTS

8 St. Bride Street, London EC4A 4DA.

REPORT OF THE AUDITORS TO THE MEMBERS OF HESTAIR SPECIALIST VEHICLES LIMITED

We have audited the financial statements on pages 5 to 18 in accordance with approved Auditing Standards.

In our opinion, the financial statements, which have been prepared on the basis of the accounting policies set out on page 9, give a true and fair view of the state of the company's affairs at 31 January 1986 and of its profit and source and application of funds for the year then ended and comply with the Companies Act 1985.

27 May 1986.

Chartered Accountants.

PROFIT AND LOSS ACCOUNT for the year ended 31 JANUARY 1986

•	Notes	<u>1986</u> £	<u>1985</u> £
TURNOVER Cost of sales	2	34,787,965 (<u>22,021,046</u>)	41,413,664 (<u>32,594,789</u>)
GROSS PROFIT		12,766,919	8,818,875
Distribution costs		(2,971,844)	(2,668,599)
Administrative expenses, after transfer from revaluation reserve of £382,881		(7,768,322)	(5,804,116)
Interest payable and similar charges	3	(1,182,352)	(1,247,305)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	4	844,401	(901,145)
Tax on profit/(loss) on ordinary activities	s 6		3
Profit/(loss) on ordinary activities after taxation		844,401	(901,145)
Extraordinary items, after transfer from revaluation reserve of £3,647,664	5	(818,956)	
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	₩ 14	£25,445	(£901,145)

HESTAIR SPECIALIST VEHICLES LIMITED BALANCE SHEET at 31 JANUARY 1986

	Notes	1986		19	985
		£	£	£	£
FIXED ASSETS					
Intangible assets	7	-		144,936	
Tangible assets	8	4,478,571		7,754,226	
Investments	9	167		167	
			4,478,738		7,899,329
CURRENT ASSETS				Q	
Stycks	10	9,409,085		11,912,944	
Debtors	11	10,820,256		6,221,168	
Cash at bank and in hand		1,008,354		13,343	71 0
		21,237,695		18,147,455	
CREDITORS (amounts falling	due	,,		,,,,	
within one year)	12	(<u>27,871,944</u>)	>	(<u>24,197,195</u>)	
NET CURRENT LIABILITIES			(6,634,249)		(6,049,740)
·					
TOTAL ASSETS LESS CURRENT		•	/		
LIABILITIES	17		(£2,155,511)		£1,849,589

CAPITAL AND RESERVES		•			
Called up share capital	13		200		200
Share premium account	14		1,199,900		1,199,900
Revaluation reserve	14		12,809		4,043,354
Profit and loss account	14		(3,368,420)	.*	<u>(3,393,865</u>)
			(£2,155,511)	•	£1,849,589

Signed on behalf of the Board

515. E. Birectors

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STATEMENT OF SOURCE AND APPLICATION OF FUNDS for the year ended 31 JANUARY 1986

		1986	1	985
	£	£	£	£
SOURCE OF FUNDS				
Proceeds of disposal of tangible fixed assets		10,455,998		29,275
APPLICATION OF FUNDS				
Funds absorbed by operations * Purchase of tangible fixed assets Development expenditure	6,781,660 4,246,772 12,075 11,040,507	,	466,368 192,356 37,209 695,933	
Additional (reduced) working capital	:			•
Stocks (decrease)/increase > Debtors increase	(2,503,859) 4,599,088)	768,165 1,045,296	
Creditors (excluding overdraft)	(5,904,479)	(948,453)	
i.	(3,809,250)		865,008	
	· <u>····</u>	7,231,257		1,560,941
TOTAL FUNDS GENERATED/(APPLIED)	•	£3,224,741		(£1,531,666)
ļ				
MOVEMENT IN NET LIQUID FUNDS				
Decrease/(increase) in overdraft	2,229,730		(1,530,727)	
Increase/(decrease) in cash at bank and in hand	995,011	£3,224,741	(939)	(£1,531,666)
·.	•	13,224,741		Selection of the select
*Funds absorbed by operations:				
(Profit)/loss on ordinary activities Extraordinary charges	g	(844,401) 818,956		901,145
Adjustment for items not involving movement of funds:	the			
Release of revaluation reserve Depreciation Amortisation of development expendi Profit on disposal of tangible fixe Development expenditure written off	d assets	4,030,545 (361,880) (84,058) 3,295,451 (72,953)		(378,022) (77,985) 21,230
		£6,781,660		£466,368
3,				

STATEMENT OF SOURCE AND APPLICATION OF FUNDS for the year ended 31 JANUARY 1986 (continued)

Summary of the effects of the acquisition of the business and net assets of Dennis Eagle Limited (formerly Hestair Eagle Limited).

Net assets acquired:	£	Discharged by:	£ ,
Fixed assets Stocks Debtors Cash Creditors	689,982 2,226,934 1,384,547 3,151,891 (5,062,839)	Inter-company indebtednes	s 2,390,515
	£2,390,515	•	£2,390,515

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986

1. ACCOUNTING POLICIES

(a) Accounting convention

The financial statements are prepared under the historical cost convention, with certain properties at valuation.

(b) Tangible fixed assets and depreciation

Depreciation is calculated to write-off the cost or valuation of assets, except freehold land, over their anticipated useful lives, in equal annual instalments:-

Plant and equipment 8 - 10 years
Fixtures and fittings 10 years
Vehicles 4 years
Computer 5 years

Freehold buildings are written off over their estimated economic lives, based on professional advice.

Short leaseholds are written-off over the une pired portion of the lease.

(c) Stocks

Stocks and work in progress are valued at the lower of cost, arrived at on a first-in first-out basis, and net realisable value. Cost in this context includes all direct expenditure incurred in the normal course of business to bring items to their conditions and locations at the accounting date, together with a proportion of appropriate overhead expenditure attributable thereto. The basis of valuation is consistent with that of the previous year.

(d) Deferred taxation

- (i) Provision is made for deferred taxation only to the extent that, in the opinion of the directors, a liability is expected to arise in the foreseeable future.
- (ii) No provision is made for the corporation tax which would arise if properties were sold at their present book values.
- (e) Leasing and rental transactions

Rentals paid under leasing contracts are charged to income as incurred.

(f) Development expenditure

Development expenditure is capitalised and amortised over a maximum of the first three years' sales of major products whose technical feasibility and commercial viability are reasonably assured. Expenditure on pure research is written-off in the year during which it is incurred.

(g) Profit on sale of revalued assets

On the sale of a previously revalued asset, the profit or loss on disposal is calculated as the difference between the sale proceeds and the depreciated original cost. At the same time the attributable revaluation surplus is transferred from Revaluation Reserve to Profit and Loss Account.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

2. SEGMENT INFORMATION

	Analysis of turnover by geographical market:		300
		1986	1985
		£	£
	United Kingdom	25,829,332	31,638,001
	Europe	1,003,270	232,459
	Middle East	853,366	2,151,188
	Africa	1,061,407	1,205,725
	Far East and Australasia	5,898,439	6,166,920
	The Americas	142,151	19,371
	,	£34,787,965	£41,413,664
	•		΄,
3.	INTEREST PAYABLE	1986	1985
	•	4,000	
		£	.
	Other loans wholly repayable within 5 years	18,083	207,928
	Amounts payable to group companies	1,164,269	1,039,377
	Imounted payable to Better	£1,182,352	£1,247,305
	•	11,102,552	22,247,500
		And the second second second second second	
4.	PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		
	PROBLIT (BOSO) ON GROTHWAY HOLD STATE STAT	1986	<u> 1985</u>
1	"	£,	E
í.	After charging:		161 605
	Directors' emoluments (note 18)	133,898	161,625
,	Depreciation (note 8)	361,880	378,022
'	Hire of plant and machinery	153,000	114,102
b	Operating lease payments - land and buildings	216,000	202,000
f)	Auditors' remuneration	42,709 84,058	77,985
	Amortisation of Development expenditure (note 7)	04,050	***************************************
	After crediting:	1	
14	Transfer from revaluation reserve in respect	The same of the sa	
1	of disposal of plant and machinery (note 14)	382,881	
	An anakaday an Lanna managas A .		

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

5.	EXTRAORDINARY ITEMS	1986 £	1985 £
	Reorganisation costs Profit on sale of properties	(8,248,120)	-
	(including transfer from revaluation reserve of £3,647,£64 note 14)	7,429,164	-
		(£818,956)	,

No corporation tax liability arises.

6. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

In accordance with the accounting policy on page 7 no provision has been made for deferred taxation. Had deferred taxation been accounted for the taxation charge for the current year and the previous year would have been unaffected and the aggregate amount of deferred taxation in the balance sheet would have been:

				e , , , , , , , , , , , , , , , , , , ,	1986 £'000		1985 £'000	٠
Excess of cap	i Sital allowar	ncejs		*	556	(i)	663	,
Deduct:	n unrelieved	U	carried	forward	(556)		(663)	
		,). John	7 3	` -	

It is anticipated that as in the previous year the adjusted loss arising for tax purposes will be surrendered to other group companies for which no payment will be received.

The company is not a close company within the terms of Section 282 of Income and Corporation Taxes Act 1970.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

7. INTANGIBLE FIXED ASSETS

	Development expenditure
	£
Cost: At 1 February 1985 Additions Disposal	300,905 12,075 (<u>312,980</u>)
At 31 January 1986	- `
Provisions for diminution in value At 1 February 1985 Amortisation Disposal	155,969 84,058 (240,027)
At 31 January 1986	· —
Net book value At 31 January 1986	eg − et − − − − − − − − − − − − − − − − −
At 31 January 1985	£144,936

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

				7,737			
	TANGIBLE FIXED ASSE	TS					
ł	1111/01222 1 11122 1122	Freehold	Short	Plant	Fixtures		
			leasehold	and	and	Motor	•
		buildings	buildings	machinery	fittings	vehicles	Total
		£	£	£	£	٤.	£
	Cost or valuation						
	At 1 February	6,270,000	226,058	2,441,360	779,605	262 463	9,979,486
	1985 Additions	2,290,173	390,747	497,572	222,212		3,509,822
	Disposals	(6,270,000)		(981,847)			(8,023,448)
	Inter-group						
′	transfer	389,570	(5,453)	(55,923)	10,009	116,352	454,555
	At 31 January 1986	2,679,743	406,756	1,901,162	516,899	415,855	5,920,415
							· · · · · · · · · · · · · · · · · · ·
	At valuation in				•		
	1973	- 470 740		33,305	514 000	.1E 0EE	33,305
`	At cost	2,679,743	15	1,867,857	516,899	415,855	5,887,110
•		2,679,743	406,756	1,901,162	516,899	415,855	5,920,415
	Depreciation			<u> </u>			
	At 1 February		==		150 (20	177 566	0 005 060
;	1985	~	58,471	1,538,591	450,632	177,566	2,225,260
1	Provision for the year	19,760	31,512	197,785	40,623	72,200	361,380
	Disposals	-	(55,238)				(1,157,946)
	Inter-group						10 650
	transfer		(984)	(33,509)		37,692	12,650
	At 31 January 1986	19,760	33,761	954,957	192,990	240,376	1,441,844
	Net book value		· 		<u></u>		
	At 31 January 1986	£2,659,983	£372,995	£946,205	£323,909	£175,479	£4,478,571
	•		***************************************		*************************************	***************************************	
	At 31 January 1985	£6,270,000	£167,587	£902,769	£328,973	£84 ³ ,897	£7,754,226
	-		** ***				
	The net book value	of freehol	d la. c and	buildings	includes !	and at cos	st of
	£611,000.			,	75	7	* 5
	Comparable amounts			9		at common	tions
	Comparable amounts	determined	according	co the mi	atorical co		<i>i</i>
	Cost	2.679.743	406.756	1,888,353	516,899	415,855	5,907,606
	Accumulated	•	-				
	depreciation	19,760	33,761	942,148	192,990	240,376	1,429,035
	Net book value	9 650 009	272 005	0/46 205	ፈ ୬3 ዐበዐ	175-479	4,478,571
	At 31 January 1986						
							
	At 3: January 1985	2,201,401	167,587	902,772	328,973	84,897	3,685,630
	,		•	-			/

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

TANGIBLE FIXED ASSETS (continued)

		1986	1985
	m 9	£	: î
Capital commitments Contracted for but not provided Authorised but not contracted for		20,868 129,015	383,406 <u>4,190</u>
		£149,883	£387,596
•			

FIXED ASSETS INVESTMENTS

Shares in group companies

Cost at 1 February 1985 and 31 January 1986

£3,57

Group accounts have not been prepared for the company as it is a wholly owned besidiary of another body corporate incorporated in Great Britain.

In the opinion of the directors, the value of the company's interest in its besidiaries is not less than the amount at which they are stated in the balance eet.

The subsidiaries, all wholly owned and incorporated in England, are:-

Dennis Hire & Leasing Limited (did not trade)
Environmental Vehicles Limited (did not trade)
Hestair Dennis Export Limited (did not trade)

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

10	STOCKS		
10.	010000	1986	1985
>		£	£
	Raw materials and consumables Work in progress Payments on account Finished goods and goods for resale	5,116,409 1,993,410 (54,344) 2,353,610	7,466,000 1,021,000 (281,821) 3,707,765
		£9,409,085	£11,912,944
11.	DEBTORS	1986	1985
F		£	£
) 1 1 1 1 1	Trade debtors Amounts owed by group companies Other debtors Prepayments and accrued income	3,717,602 6,716,917 203,110 482,627	3,621,967 ⁸ 2,331,152 16,687 251,362
		£10,820,256	£6,221,168
12.	CREDITORS (AMOUNTS FALLING DUE WITHIN ONE YEAR)	1986	1985
	, Q , v		ti E →
	Bank overdraft Payments received on account Trade creditors Amounts owed to group companies Other creditors Other taxes and social security Accruals and deferred income	2,231,000 458,685 8,923,559 13,733,152 1,024,473 1,136,734 364,341	4,460,730 230,917 9,217,837 6,188,869 2,677,474 1,071,018 350,350
į		£27,871,944	£24,197,195
2			, i

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

		1986	1985
Authorised, allotted and fully 200 ordinary shares of El ea		£200	£200
14. RESERVES		***************************************	
	Share premium account	Revaluation reserve	Profit and loss account
	£	£	£
At 1 February 1985 Retained profit for the year	1,199,900	4,043,354	(3,393,865) 25,445

Retained profit for the year

Released on sale of tangible fixed
assets:

Freehold property (note 5)

Plant and machinery and fixtures
and fittings (note 4)

(382,881)

At 31 January 1986 £1,199,900 £12,809 (£3,368,420)

15. CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

Contingent liabilities:

13. CALLED UP SHARE CAPITAL

The company has given a guarantee in favour of Midland Bank PLC to secure a loan to the ultimate holding company and advances made from time to time to the company, the ultimate holding company and fellow subsidiaries.

The company has given, in the normal course of business, the following guarantees in respect of:

* * * * * * * * * * * * * * * * * * * *	1986	1985
	£	£ .
Acceptances and guarantees given by banks Documentary credits Performance bonds Advance payment bonds	90,611 980,157 329,023	213,368 629,271
	£1,399,791	£842,639
	the state of the state of the state of the state of	

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

15. CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS (continued)

Finance and operating leases:

ouligations under finance leases fall due for payment as follows:

	1986	1985
	£	£
Within one year B: een 2 and 5 years Over 5 years	268,909 494,047 113,441	276,495 358,779
Finance charges allocated to future years	876, 25T	274 3,316
	£681,105	£_15,958
	·	

The payments under operating leases which are due to be made in the next financial year, analysed over the period, when the leases expire, are as follows:

Expiring in 2 to 5 years Expiring after 5 years	76,000 <u>232,000</u>	32,000 202,000
	£329,000	£247,000

16. ULTIMATE HOLDING COMPANY

Hestair plc, incorporated in England, is regarded by the directors as being the company's ultimate holding company.

17. PEFICIENCY OF ASSETS

The ultimate holding company has informed the company that it intends to make available the finance necessary for the continued operation of the company.

18. INFORMATION REGARDING DIRECTORS

Remuneration:	1986	1985
	£	£
Directors' emoluments amounted to: Remuneration as executives Pensions, including hast directors' pensions	122,782 11,116	148,722 12,903
Total charged in arriving at profit/(loss) on ordinary activities	£13%,898	£161,625

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 JANUARY 1986 (continued)

18. INFORMATION REGARDING DIRECTORS (continued)

Directors' remuneration, excluding pension contributions, is as follows:

	1986	<u>1985</u> £
•	£	
Chairmen Highest paid director	31,643	- 32,915
rradition bare	4	,

Other directors' remuneration is within the following bands:

			1	Number	Number
£0 - £5,000		•		3	. 3
£5,001 - £10,000				1	
£10,001 - £15,000	<			1	1
£15,001 - £20,000				1 '	1
£20,001 - £25,000		•		. 1	•
£25,001 - £30,000				, 1	2
£30,001 - £35,000					: : 1 · 1

9. PARTICULARS OF EMPLOYEES

The average number of persons employed by the company during the year was:

Category Manufacturing Distribution and selling Administration	3 (4		1986 480 119 316	1985 478 111 282
	6	ę 0	915 •	. 871 £
Their total remuneration was: Wages and salaries Social security costs Other pension costs			8,348,260 724,892 312,872 £9,386,024	7,462,450 734,477 336,504 £8,533,431

0. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved at a directors' meeting held on 27 May 1986.