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# S. HALL MOTORS (WARRINGTON) LIMITED

AND ITS SUBSIDIARIES

FINANCIAL STATEMENTS

Year ended 31st December, 1984

GRANT THORNTON
1, STANLEY STREET,
LIVERPOOL.



## AND ITS SUBSIDIARIES

## REPORT OF THE DIRECTORS

The directors present their report together with the financial statements for the year ended 31st December, 1984.

## 1. Principal activities

The group is principally engaged in the sale and repair of motor vehicles and the sale of petrol, oil and motor accessories.

#### 2. Results

The loss for the year after taxation and extraordinary item amounted to £98,557 (1983: Profit £24,170). The directors do not recommend payment of a dividend and the loss has been deducted from reserves.

The company has experienced problems with its accounting systems during and since the year end, and certain key controls have lapsed during the period. This has resulted in a qualified audit report as set out on page 3.

The directors have since taken steps to remedy this situation and are implementing procedures to ensure that the accounting systems operate properly in the future.

#### 3. Directors

The directors in office at the end of the year are listed below. Both served on the Board throughout the year.

The beneficial interests of the directors and their families in the shares of the company and its subsidiaries at 31st December, 1983 and at 31st December, 1984, as recorded in the register maintained by the company in accordance with the provisions of the Companies Act 1985, were as follows:

## 

In the period between 31st December, 1983 and 31st December, 1984, there was no change in these holdings.

No director had, during or at the end of the year, any material interest in a contract which was significant in relation to the company's business.

## AND ITS SUBSIDIARIES

## REPORT OF THE DIRECTORS (CONTINUED)

#### 4. Fixed assets

Movements

The principal items of capital expenditure were computer equipment amounting to £25,447 and leasehold improvements amounting to £53,720.

#### 5. Tax status

The directors are of the opinion that the company is a close company within the provisions of the Income and Corporation Taxes Act, 1970.

#### 6. Auditors

Grant Thornton (formerly Thornton Baker) offer themselves for re-appointment as auditors in accordance with Section 384(1) of the Companies Act, 1985.

Registered Office:

BY ORDER OF THE BOARD

23, Folly Lane, Warrington, WAS 5LZ.

J. HALL

27th August, 1986

Secretary.

## REPORT OF THE AUDITORS

#### TO THE MEMBERS OF

#### S. HALL MOTORS (WARRINGTON) LIMITED

We have audited the financial statements on pages 4 to 17 in accordance with approved Auditing Standards, except that the scope of our work was limited by the matters referred to below.

As indicated in the directors report, the company has experienced problems with its accounting systems, as a result of which we have been unable to carry out all the auditing procedures or to obtain all the information and explanations we considered necessary.

Because of the significance of the matter referred to above, we are unable to form an opinion, as to (i) whether the financial statements give a true and fair view of the group's affairs as at 31st December, 1984 and of its loss and source and application of funds for the year then ended, (ii) whether proper accounting records have been kept (iii) whether the financial statements comply in all respects with the Companies Act 1985.

GRANT THORNTON

LIVERPOOL.

CHARTERED ACCOUNTANTS

27th August, 1986

#### AND ITS SUBSIDIARIES

#### ACCOUNTING POLICIES

## FOR THE YEAR ENDED 31ST DECEMBER, 1984

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

The principal accounting policies of the group have remained unchanged from the previous year, and are set out below.

#### (a) Basis of consolidation

The group financial statements consolidate the financial statements of the company and of its subsidiaries. The financial statements of each company in the group have been prepared to 31st December, 1984. All intragroup profits are eliminated on consolidation.

### (b) Turnover

Turnover is the total amount receivable by the group in the ordinary course of business with outside customers for goods supplied as a principal and for services provided excluding VAT.

#### (c) Depreciation

Depreciation is calculated to write down the cost of all fixed assets by equal annual instalments over their expected useful lives.

The periods applicable are:

Short leasehold

Freehold and long leasehold premises

Plant and equipment

Commercial motor vehicles

Other motor vehicles

- period of Lease

- 60 years

- 5 years/10 years

- 3 years

- 5 years

### (d) Stock

Stock is stated at the lower of cost and net realisable value.

Cost means purchase price including transport and handling costs, less trade discounts, calculated on a first in first out basis.

Net realisable value means estimated selling price (less trade discounts) less all further costs to completion and all costs to be incurred in marketing, selling and distribution.

#### (e) Deferred taxation

Deferred taxation is the taxation attributable to timing differences between profits computed for taxation purposes and profits as stated in the financial statements and has been provided for in full.

Transfers to and from deferred taxation are calculated taking account of current and future rates of corporation tax, adjusting for any changes in rate as compared with the preceding period.

## AND ITS SUBSIDIARIES

## GROUP PROFIT AND LOSS ACCOUNT

## FOR THE YEAR ENDED 31ST DECEMBER, 1984

	Note		1984		83
		£	£	£	£
Turnover	1		8,444,242		6,682,706
Cost of sales			8,108,713		6,292,362
Gross profit			335,529		390,344
Administrative expenses		(503, 258)		(320,095)	
Other charges	1	( <u>127,752</u> )	(631,010)	(102,317)	(422,412)
Other operating income			298,310		169,217
Operating profit			2,829	. *	137,149
Interest payable and simiar charges	2		(119,984)		(80,007)
(Loss)/profit on ordinary activities before taxation	1		(117,155)		57,142
Tax on (loss)/profit on ordinary activities	4		38,414		(21,387)
(Loss)/profit on ordinary activities after taxation			(78,741)		35,755
Extraordinary item	5		(19,816)		(11,585)
(Loss)/profit for the financial year sustained/retained		£	(98,557)	£	24,170
(Loss) sustained/profit retained					
By the company By subsidiaries			£ (70,332) £ (28,225)		£ 36,839 £ (12,669)

The accounting policies and notes on pages 4 and 9 to 17 form part of these financial statements.

### AND ITS SUBSIDIARIES

## GROUP BALANCE SHEET AT 31ST DECEMBER, 1984

	Note	1984		1983	
Fixed assets		£	£	£	£
Intangible assets Tangible assets	7 8		9,500 629,118		- 560,779
rangible appers	J				300,773
Current assets			638,618		560,779
Stocks Debtors Cash at bank in hand	10 11	891,859 282,258 10,640		885,456 250,172 35,044	
Creditors: amounts falling due within one year	12	1,184,757		1,170,672	
•	12	1,501,640	4014 DOGS	1,283,827	
Net current liabilities			(316,883)		(113,155)
Total assets less current liabilities			321,735		447,624
Creditors: amounts falling due after more than one year	13	205,450		212,046	
Provisions for liabilities and charges	14	27,823		68,375	
Provision for extraordinary loss	5	19,816		***	
			(253,089)		(280,421)
		£	68,646	£	167,203
Capital and reserves					
Called up share capital Profit and loss account	16 17		19,480 49,166		19,480 147,723
		£	68,646	£	167,203

These financial statements were approved by the Board of Directors on 27th August, 1986.

J. HALL ) DIRECTORS

The accounting policies and notes on pages 4 and 9 to 17 form part of these financial statements.

## BALANCE SHEET AT 31ST DECEMBER, 1984

	Note	1984		1983	
		£	£	£	
Fixed assets			•		
Tangible assets Investments	. 8 . 9		,633 ,000	. 407,738 3,000	
		416	,633	410,738	
Current assets					
Stocks Debtors Cash at bank and in hand	10 11	219,718 402,619 549 622,886	300,7 343,0 	09 9 571	
Creditors: amounts falling due within one year	12	792,011	693,9	958	
let current liabilities		(169	,125)	(49,510)	
Total assets less current liabilities		247	,508	361,228	
Greditors: amounts falling due after more than one year	13	1.24,066	128,3	340	
Provisions for liabilities and charges	14	17,498	_56,6	512	
	,	(141,	564)	( <u>184,952</u> )	
		£ 105	944	£ 176,276	
Capital and reserves					
Called up share capital Profit and loss account	16 17		480 464	19,480 156,796	
		£ 105,	944	£ 176,276	

These financial statements were approved by the Board of Directors on 27th August, 1986.

J. HALL ) DIRECTORS

The accounting policies and notes on pages 4 and 9 to 17 form part of these financial statements.

## AND ITS SUBSIDIARIES

# GROUP STATEMENT OF SOURCE AND APPLICATION OF FUNDS

## FOR THE YEAR ENDED 31ST DECEMBER, 1984

	198	4	1	983
	£	£	3	3
Source/(outflow) of funds				
From operations (Loss)/profit on ordinary activities before taxation		(117,155)		57,142
Adjustment for items not involving the movement of funds:				
Amortisation of goodwill	500		-	
Depreciation and amounts written off fixed assets Equipment grants	33,550		22,754 (1,834)	
Losses/(profits) less losses on sale of fixed assets	490	34,540 (82,615)	(1,630)	19,290 76,432
From other sources				
Proceeds of disposals of tangible		5,496		78,462
fixed assets		(77,119)		154,894
Application of funds	107 075		245,560	
Purchase of tangible fixed assets Purchase of subsidiary	107,875	107,877	4	(245,564)
(see analysis below)		(10/ 005)		£ (90,670)
Net outflow of funds	£	( <u>184,996</u> )	•	. <u>(30,030</u> )
Increases/(decreases) in working capital				
Stocks		6,403 32,086		606,101 150,358
Creditors: amounts falling due within one year		(117,908)		(714,550)
Creditors: amounts falling due after more than one year		6,596		<u>(82,890</u> )
arter more once you		(72,823)		(40,981)
Net liquid funds			3/, 200	ì
Cash at bank and in hand Bank overdrafts	(14,404) (97,769)	) ( <u>112,173</u> )	34,208 ( <u>83,897</u>	(49,689)
Net decrease in working capital.	4	E ( <u>184,996</u> )		£ (90,670)

The above movements in working capital reflect the cash paid for the acquisition of the subsidiary but not the assets acquired.

## ANALYSIS OF ACQUISITION OF SUBSIDIARY

Net assets acquired (see note above) Debtors	Discharged by  £ 2 Cash paid (see note above)	£_2
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## AND ITS SUBSIDIARIES

## NOTES TO THE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST DECEMBER, 1984

## 1. Turnover and loss on ordinary activities before taxation

The turnover and loss before taxation is attributable to one activity, selling and repairing motor vehicles and the sale of petrol.

Profit on ordinary activities is stated after:

	Total Control of the state of t		
		1984 £	1983 £
	Establishment costs Professional charges Auditors remuneration Hire of plant and machinery Depreciation Amortisation of goodwill	102,511 3,232 18,000 5,782 33,550 500	85,695 3,578 15,300 6,206 22,754
2.	Interest payable and similar charges		
	On bank loans, overdrafts and other loans	<u>1984</u> £	. <u>1983</u>
	- repayable within 5 years, otherwise than by instalments - repayable within 5 years by instalments	101,286 2,846 104,132	59,430 4,774 64,204
	- repayable wholly or partly in more than 5 years	15,852 £ 119,984	15,803 £ 80,007
3.	Directors and employees		•
	Staff costs during the year:	1984 £	1983 £
	Wages and salaries Social security Pension costs	592,633 53,219 23,539	388,715 45,083 
		£ 669,391	£ 436,374

The average number of employees of the group during the year was 114 (1983: 93).

Staff costs include remuneration in respect of directors, as follows:

		1984	1983
Management remuneration	-	£ 74,249	£ <u>35,160</u>

The emoluments of the directors, excluding pension contributions were £50,710 (1983: £32,584).

## AND ITS SUBSIDIARIES

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## FOR THE YEAR ENDED 31ST DECEMBER, 1984

# 4. Tax on profit on ordinary activities

The taxation (credit)/charge is based on the profit for the year and is made up as follows:

as follows:	1984 £	1983 £
United Kingdom corporation tax @ 30% Deferred tax	(38,414) (38,414)	2,138 26,324 28,462
Adjustments in respect of prior period  Deferred tax (including £5,760 credit due  to change in rate of tax)	£( <u>38,414</u> )	<u>(7,075</u> ) £ <u>21,387</u>

The taxation charge has been reduced by £2,169 (1983: £4,076) in respect of stock relief.

## 5. Extraordinary item

The extraordinary item in 1984 relates to a provision made in respect of the reserves of a subsidiary company which has ceased to trade since the year end.

## 6. Profit for the financial year

The company has taken advantage of Section 228(7) of the Companies Act 1985 and has not included its own profit and loss account in these financial statements. The group loss for the year includes £70,332 (1983: profit £36,839) which is dealt with in the financial statements of the parent company.

# 7. Intangible fixed assets - purchased goodwill

THROUGHT	The Group	The Company
Cost Less: Amount written off in period	10,000	art g que grandente
Net book amount at 31st December, 1984	£ 9,500	£

## AND ITS SUBSIDIARIES

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## FOR THE YEAR ENDED 31ST DECEMBER, 1984

## 8. Tangible fixed assets

		Lan	d and bui	ldings		Fixtures,	,
The Group	Total £	Leasehold improvements £	Short	Free-	Long Lease- holds	fittings, plant and machinery	Motor vehicles
At 1.1.1984 Additions at cost		4,066 53,720	4,728	159,863	291,459 1,222	137,864 46,199	7,452
Disposals	713,307 8,756	57,786 -	4,728	159,863	292,681	184,063 4,435	6,734 14,186 4,321
	704,551	57,786	4,728	159,863	292,681	179,528	9,865
Depreciation At 1.1.1984 Provided in year	44,653 33,550	406 1,904	676 225	4,250 2,665	7,931 4,848	27,322	4,068
Disposals	78,203 2,770	2,310	901	6,915	12,779	21,516 48,838 1,330	2,392 6,460
At 31.12.1984 £	75,433	2,310	901	6,915	12,779	47,508	1,440 5,020
Net book amount At 31.12.1984 £	629,118	55,476	3,827	152,948		132,120	4,845
Net book amount At 1.1.1984 £	560,779	3,660	4,052	155,613 2	283,528	110,542	3,384

The gross amount of land and buildings on which depreciation is being provided is as follows:

Freehold buildings - £159,863 Long leasehold - £190,917 Short leasehold - £ 4,728

# S. HALL MOTORS (WARRINGTON) LIMITED AND ITS SUBSIDIARIES

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31ST DECEMBER, 1984

## 8. Tangible fixed assets (continued)

The	Com	pany	
	_=		

		La	ind and bui	ldinos	Fixtures,	
Cost	Total £	Short leasehold £	· · · · · · · · · · · · · · · · · · ·	Long leaseholds	fittings, plant and machinery	Motor vehicles
At 1.1.1984 Additions	440,810 33,510		159,863	190,917	77,849 29,198	7,453
Disposals	474,320 8,756	4,728	159,863	190,917	107,047	4,312 11,765 4,321
At 31.12.1984	£ 465,564	4,728	159,863	190,917	102,612	7,444
Depreciation At 1.1.1984 Provided in year	33,072 21,629	676 225	4,250 2,665	5,850	18,228	4,068
Disposals	54,701 2,770	901 -	6,915	3,182 9,032	13,771 31,999 1,330	1,786 5,854 1,440
At 31.12.1984	£ 51,931	901	6,915	9,032	30,669	4,414
Net book amount At 31.12.1984	£ 413,633	3,827	152,948	181,885	71,943	3,030
Net book amount At 1.1.1984	£ 407,738	4,052	155,613	185,067	59,621	3,385

The gross amount of land and buildings on which depreciation is being provided is as follows:

Freehold	-	•
Long Peasehold	_	£ 159,863 £ 190,917
Short leasehold	èce	£ 4,728

## AND ITS SUBSIDIARIES

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

# FOR THE YEAR ENDED 31ST DECEMBER, 1984

## 9. Fixed asset investments

The Company	Shares in group companies
Cost	£
At 1st January, 1984 Additions Provision against investment in S. Hall Motors (Crewe) Limited	3,000 1,000
	(1,000)
At 31st December, 1984	£ <u>3,000</u>

At 31st December, 1984 the group holds more than 10% of the allotted share capital of the following companies.

Subsidiaries:	Country of incorporation	Class of share capital held	Proportion held by holding company	Nature of business
S. Hall Motors (Widnes) Limited	England	Ordinary	100%	Motor trade
S. Hall Motors (Crewe) Limited	England	Ordinary	1002	Motor trade
S. Hall Motors (Chorley) Limited	England	Ordinary	100%	Motor trade
Kerfoot Motors (Sales) Limited	England	Ordinary	100%	Motor trade
Kurfoot Motors (Sales)	Limited was acquir	ed on 27th Mara	h 100¢	crade

Karfoot Motors (Sales) Limited was acquired on 27th March, 1984.

#### 10. Stocks

	The	Group	The C	ошрапу
Condo Sau	<u>1984</u> £	1983 £	1984 £	1983 £
Goods for resale Stock held on consignment	503,582 388,277	403,793 481,663	94,726 124,992	142,499 158,279
	£ <u>891,859</u>	£ 885,456	£ 219,718	300,778

## AND ITS SUBSIDIARIES

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31ST DECEMBER, 1984

## 11. Debtors - amounts falling due within one year:

	The Group		The Company	
	1984 £	1983 £	1984 £	1983 £
Trade debtors Amounts owed by group	154,205	199,191	59,355	81,619
companies	- - 176		283,633	227,216
Taxes Other debtors	5,176 13,584	13,075	13,075	13,075
Prepayments and accrued income Bulk deposit	69,208 40,085	37,906 ——	46,556	21,189
	£282,258	£250,172	£402,619	£343,099

## 12. Creditors - amounts falling due within one year:

	The Group		The Cor	npany
	1984 £	1983 £ .	1984 £	1983 £
Instalments due on:				
Bank loans		4,882	-	-
Bank overdrafts	234,725	136,956	85,254	85,796
Payments received on account	29,620	13,013	, <del>-</del>	-
Trade creditors	252,650	290,317	45,487	112,391
Current taxation	2,138		-	••
Amounts owed to group companies	***	-	131,376	17,677
Social security and other taxes	88,346	55,948	41,251	24,914
Consignment creditors (secured)	808,277	733,384	420,000	410,000
Other creditors	21,809	13,178	15,717	11,324
Accruals and deferred income	50,882	25,950	39,733	21,657
Directors current account	13,193	10,199	13,193	10,199
	£1,501,640	1,283,827	£792,011	£693,958

The bank overdrafts are secured by a fixed charge over the leasehold land and buildings, a second mortgage over the freehold land of the group and by cross-guarantees given by the group companies.

#### AND ITS SUBSIDIARIES

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31ST DECEMBER, 1984

## 13. Creditors - amounts falling due after more than one year:

	The	The Group		Company
	1984 £	1983 £	<u>1984</u> €	1983 £
Bank loan (secured) Mortgages Hire purchase creditors Other creditors - loans	74,039 100,700 27,416 3,295	75,000 106,698 24,096 6,252	100,700 20,457 2,909	106,698 15,994 5,648
	£205,450	£212,046	£124,066	£128,340

The bank loan was refinanced on 16th April, 1984 by alternative long term borrowings.

The mortgages which are not wholly repayable in less than five years, are repayable by December, 1993 by monthly instalments. Interest is charged at approximately 2% above the average clearing banks' base rates.

The mortgages are secured on the freehold premises.

### 14. Provisions for liabilities and charges

The Group	Total	Taxation payable	Deferred taxation (Note 15)	Equipment grant
At 1st January, 1984 Transferred to creditors Utilised during the year	68,375 (2,138) ( <u>38,414</u> )	2,138 (2,138)	64,774 ( <u>38,414</u> )	1,463
At 31st December, 1984	£ <u>27,823</u>	£	£ 26,360	£ 1,463
The Company	£	£	£	£
At 1st January, 1984 Utilised during the year	56,612 ( <u>39,114</u> )		55,149 ( <u>39,114</u> )	1,463
At 31st December, 1984	£ 17,498	£	£ 16,035	£ 1,463

## AND ITS SUBSIDIARIES

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## FOR THE YEAR ENDED 31ST DECEMBER, 1984

## 15. Deferred taxation

Deferred taxation provided in the financial statements being the total potential liability is set out below.

## The Group

	Amount provided	
	<u>1984</u> €	1983 £
Accelerated capital allowances Less Trading losses	77,755 ( <u>51,395</u> )	72,735 (7,961)
	£ 26,360	£ 64,774
The Company		•
	Amount	provided
	1984 £	1983 £
Accelerated capital allowances Less Trading losses	53,501 ( <u>37,466</u> )	55,395 <u>(246</u> )
	£ 16,035	£ 55,149

The group has unrelieved tax losses not adjusted through the deferred taxation provision of £ 47,325 (1983 £48,286) which are available to set against future trading profits.

## 16. Called up share capital

Authorised	1984	<u>1983</u>
100,000 ordinary shares of £1 each	£100,000	£100,000
Allotted, called up and fully paid		
19,480 ordinary shares of £1 each	£ 19,480	£ 19,480

## AND ITS SUBSIDIARIES

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

# FOR THE YEAR ENDED 31ST DECEMBER, 1984

## 17. Reserves

Reserves	Profit and	loss account
	The Group	The Company
At 31st December, 1983 Loss sustained in year	147,723 (98,557)	156,796 (70,332)
At 31st December, 1984	£ <u>49,166</u>	£ 86,464

## 18. Capital commitments

Neither the group nor the company had any capital commitments at 31st December, 1984 or 31st December, 1983.

## 19. Contingent liabilities

- (a) There is an unlimited guarantee given in respect of all group borrowings to the company's bankers.
- (b) An estimated amount of approximately £20,000 in respect of losses subsequent to the year-end arising from the disposal of assets of a subsidiary company has not been provided in these financial statements.