COMPANY REGISTRATION NUMBER 02227183

Comline Auto Parts Limited
Financial Statements
31 March 2013

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Financial Statements

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Company Information

The Board of Directors

D M Kamdar N K Popat M C Kamdar A Kamdar I D Kamdar

Company Secretary

D M Kamdar

Registered Office

Unit B1 Luton Enterprise Park

Sundon Park Road

Luton

Bedfordshire LU3 3GU

Auditor

MHA MacIntyre Hudson Chartered Accountants & Statutory Auditor Boundary House 4 County Place Chelmsford Essex CM2 0RE

The Directors' Report

Year ended 31 March 2013

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2013

Principal activities and business review

The principal activity of the company during the year was that of the wholesale distribution of motor car spares, parts and other general merchandise

The directors are pleased with the company's performance, as shown on page 7. The current economic climate has been tough for businesses generally, however, the company has moved from strength to strength despite this and improved on 2012 results.

The company maintains strong internal and external contacts with customers, suppliers and employees with ever growing strength of management skills. In light of this and the company's balance sheet, as shown on page 9, the directors consider that the company is well-placed to improve on the current year's performance in 2014.

Future developments

There are no specific plans other than to expand the size of the business through increasing sales via all available means

Results and dividends

The profit for the year, after taxation, amounted to £589,636 Particulars of dividends paid are detailed in note 10 to the financial statements

Financial instruments

The directors remain alert to the risks prevalent in a commercial environment and continue to take steps to minimise or mitigate these risks

Key performance indicators

The directors continue to use both financial and non financial key performance indicators to manage the business. The business maintains a strong management information function which is focused on regular and accurate reporting. Such reporting sees particular focus on margins and profitability.

Directors

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

D M Kamdar N K Popat M C Kamdar A Kamdar I D Kamdar

I D Kamdar was appointed as a director on 1 October 2012

Fixed assets

Details of movements in fixed assets are set out in the notes to the financial statements

The Directors' Report (continued)

Year ended 31 March 2013

Policy on the payment of creditors

The company does not follow a particular code or standard on payment practice. It is the company's policy, in respect of all its suppliers, to abide by the terms of payment stipulated by suppliers on their invoices. The number of day's purchases as at 31 March 2013 was 30 (2012 - 36).

Directors' responsibilities

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,
- 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

Donations

During the year the company made the following contributions

	2013 £	2012 £
Charitable	29,751	5,350

The Directors' Report (continued)

Year ended 31 March 2013

Auditor

MHA MacIntyre Hudson is deemed to be re-appointed under section 487(2) of Companies Act 2006

Registered office Unit B1 Luton Enterprise Park Sundon Park Road Luton Bedfordshire LU3 3GU Signed by order of the directors

D M Kamdar Company Secretary

Approved by the directors on $\frac{26}{6}$

Independent Auditor's Report to the Shareholders of Comline Auto Parts Limited

Year ended 31 March 2013

We have audited the financial statements of Comline Auto Parts Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, Cash Flow Statement and the related notes. 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 31 March 2013 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 Comline Auto Parts Limited (continued)

Year ended 31 March 2013

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

MICHAEL KAY BSC ACA CF (Senior Statutory

MHA Machty & Muchon

Auditor)

For and on behalf of

MHA MACINTYRE HUDSON

Chartered Accountants

& Statutory Auditor

Boundary House
4 County Place
Chelmsford
Essex
CM2 ORE
25 June 2013

The notes on pages 11 to Error! Bookmark not defined form part of these financial statements

Profit and Loss Account

Year ended 31 March 2013

	Note	2013 £	2012 £
Turnover	2	21,919,953	15,567,309
Cost of sales		15,822,304	10,358,939
Gross profit		6,097,649	5,208,370
Distribution costs Administrative expenses Other operating income	3	2,061,210 3,364,243 (200,400)	1,582,966 2,831,851 (200,400)
Operating profit	4	872,596	993,953
Income from shares in group undertakings Interest receivable Interest payable and similar charges	7 8	- 7,856 (79,047)	252 - (170,871)
Profit on ordinary activities before taxation		801,405	823,334
Tax on profit on ordinary activities	9	211,769	178,110
Profit for the financial year		589,636	645,224

All of the activities of the company are classed as continuing

The notes on pages 11 to Error¹ Bookmark not defined form part of these financial statements.

Statement of Total Recognised Gains and Losses

Year ended 31 March 2013

	2013 £	2012 £
Profit for the financial year attributable to the shareholders	589,636	645,224
Total recognised gains and losses relating to the year Prior year adjustment	589,636	645,224 126,000
Total gains and losses recognised since the last annual report	589,636	771,224

The notes on pages 11 to Error! Bookmark not defined form part of these financial statements.

Balance Sheet

31 March 2013

		2013		2012
	Note	£	£	£
Fixed assets				
Tangible assets Investments	11 12		291,265	331,160 6,012
investments	12			
			291,265	337,172
Current assets				
Stocks Debtors	13 14	2,995,644 5,092,051		2,890,932 4,162,840
Cash at bank and in hand	1-4	386,359		60,725
		8,474,054		7,114,497
Creditors: amounts falling due within one year	15	6,024,884		4,774,391
Net current assets			2,449,170	2,340,106
Total assets less current liabilities			2,740,435	2,677,278
Creditors: amounts falling due after more than				
one year	16		250,52 9	377,008
			2,489,906	2,300,270
			 _	
Capital and reserves			400	400
Called-up equity share capital Profit and loss account	20 21		100 2,489,806	100 2,300,170
	22		2,489,906	
Shareholders' funds	22		<u> </u>	2,300,270
These financial statements were approved by the dir and are signed on their behalf by	ectors a	nd authorised	for Issue on	25/6/13,

Harry.

D M Kamdar Director May

N K Popat Director

Company Registration Number 02227183

The notes on pages 11 to Error! Bookmark not defined form part of these financial statements.

Cash Flow Statement

		2013		2012	
	Note	£	£	£	
Net cash inflow from operating activities	23		959,783	1,763,621	
Returns on investments and servicing of finance	23		(71,191)	(170,619)	
Taxation	23		(456,191)	(129,122)	
Capital expenditure and financial investment	23		(83,068)	(94,093)	
Equity dividends paid			(400,000)	(100,000)	
Cash (outflow)/inflow before financing			(50,667)	1,269,787	
Financing	23		(113,360)	(254,424)	
(Decrease)/increase in cash	23		(164,027)	1,015,363	

Notes to the Financial Statements

Year ended 31 March 2013

1 Accounting policies

Basis of Accounting

The financial statements have been prepared under the historical cost convention

Turnover

The turnover shown in the profit and loss account represents amounts receivable during the year, exclusive of Value Added Tax

Fixed Assets

All fixed assets are initially recorded at cost

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

Fixtures & Fittings

25% straight line

Motor Vehicles

25% straight line

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Hire Purchase Agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a straight line basis.

Operating Lease Agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

Pension Costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Deferred Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Foreign Currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Notes to the Financial Statements

2.	Turnover The turnover and profit before tax are attributable to the one principal activity of the company		
	An analysis of turnover is given below		
		2013 £	2012 £
	United Kingdom Overseas sales	13,821,649 8,098,304	8,345,839 7,221,470
		21,919,953	15,567,309
3.	Other operating income	2013 £	2012 £
	Management charges receivable	200,400	200,400
4.	Operating profit Operating profit is stated after charging/(crediting)		
		2013 £	2012 £
	Depreciation of owned fixed assets Depreciation of assets held under hire purchase agreements Profit on disposal of fixed assets Operating lease costs	67,095 71,319 (9,439)	70,084 56,214 (16,974)
	- Other Net loss on foreign currency translation Auditor's remuneration	32,036 97,678 9,750	15,782 87,298 8,750

Notes to the Financial Statements

5.	Particulars of employees The average number of staff employed by the company during the financial year amounted to		
		2013 No	2012 N o
	Number of sales and administration staff Number of warehouse staff	36 41 77	33 41 74
	The aggregate payroll costs of the above were		
		2013 £	2012 £
	Wages and salaries Social security costs Other pension costs	1,736,608 170,947 200,000 2,107,555	1,565,174 152,466 1,000 1,718,640
6	Directors' remuneration The directors' aggregate remuneration in respect of qualifying services	were	
		2013 £	2012 £
	Remuneration receivable Value of company pension contributions to money purchase	178,600	154,233
	schemes	200,000 3 <mark>78,600</mark>	95,200
	The number of directors who accrued benefits under company pension	ı schemes wa	s as follows
		2013 No	2012 No
	Money purchase schemes	2	
7.	Income from shares in group undertakings	2013 £	2012 £
	Income from group undertakings	_	252

Notes to the Financial Statements

8	Interest payable and similar charges		
		2013 £	2012 £
	Finance charges Other similar charges payable	12,037 67,010	10,059 160,812
	outer commer consiger payers.	79,047	170,871
9	Taxation on ordinary activities		
	(a) Analysis of charge in the year		
		2013 £	2012 £
	Current tax		
	UK Corporation tax based on the results for the year at 24% (2012 -	205,815	219,412
	26%) (Over)/under provision in prior year	5,954	(41,302)
	Total current tax	211,769	178,110
	(b) Factors affecting current tax charge		
	The tax assessed on the profit on ordinary activities for the year is lower corporation tax in the UK of 24% (2012 - 26%)	r than the sta	ndard rate of
		2013 £	2012 £
	Profit on ordinary activities before taxation	801,405	823,334
	Profit on ordinary activities by rate of tax Capital allowances in excess of depreciation	192,337 6,047	214,067 (6,981)
	Franked investment income Expenditure not allowable for tax purposes Other adjustments	7,431 5,954	(66) 12,392 (41,302)
	Total current tax (note 9(a))	211,769	178,110
10.	Dividends		
	Equity dividends	2013 £	2012 £
	Paid		
	Equity dividends on ordinary shares	400,000	100,000

Notes to the Financial Statements

Year ended 31 March 2013

11.	Tangıble fixed assets	Fixtures & Fittings £	Motor Vehicles £	Total £
	Cost At 1 April 2012	679,298	110,110	789,408
	Additions	99,786	-	99,786
	Disposals	-	(25,417)	(25,417)
	At 31 March 2013	779,084	84,693	863,777
	Depreciation			
	At 1 April 2012	433,930	24,318	458,248
	Charge for the year	111,624	26,790	138,414
	On disposals	_	(24,150)	(24,150)
	At 31 March 2013	545,554	26,958	572,512
	Net book value			
	At 31 March 2013	233,530	57,735	291,265
	At 31 March 2012	245,368	85,792	331,160

Hire purchase agreements

Included within the net book value of £291,265 is £145,427 (2012 - £187,692) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £71,319 (2012 - £56,214).

12. Investments

Shares in group undertakings

			£
	Cost At 1 April 2012 Disposals		6,012 (6,012)
	At 31 March 2013		
	Net book value At 31 March 2013		
	At 31 March 2012		6,012
13	Stocks	2013	2012
	Stock	£ 2,995,644	£ 2,890,932

Notes to the Financial Statements

Year ended 31 March 2013

14.	Debtors		
		2013	2012
		£	£
	Trade debtors	3,552,234	3,588,553
	VAT recoverable	150,556	97,475
	Other debtors	1,173,745	125,712
	Directors current accounts	9,290	206,204
	Prepayments and accrued income	206,226	144,896
		5,092,051	4,162,840
15.	Creditors. amounts falling due within one year Bank loans and overdrafts	2013 £ 1,652,180	2012 £ 1,162,519
	Trade creditors	1,346,269	989,283
	Corporation tax	69,587	314,009
	PAYE and social security	49,543	42,112
	Hire purchase agreements	51,440	38,321
	Other creditors	2,632,475	2,129,205
	Directors current accounts	108,775	· · · · -
	Accruals and deferred income	114,615	98,942
		6,024,884	4,774,391

The bank loans for less than one year, bank loans falling due after more than one year and other creditors totalling £2,632,475 (2012 - £2,129,206) are secured on the assets of the company by way of a debenture and an unlimited multilateral guarantee given by Allied Comline Limited Amounts shown under hire purchase for less than one year and hire purchase falling due after more than one year are secured on the assets to which they relate

16 Creditors: amounts falling due after more than one year

	3	•	2013 £	2012 £
Bank loans Hire purchase agreemen	ts		153,206 97,323	254,011 122,997
			250,529	377,008

Notes to the Financial Statements

Year ended 31 March 2013

17 Commitments under hire purchase agreements

Future commitments under hire purchase agreements are as follows

	2013 £	2012 £
Amounts payable within 1 year	62,181	47,991
Amounts payable between 2 to 5 years	112,562	144,798
	174,743	192,789
Less interest and finance charges relating to future periods	(25,980)	(31,471)
	148,763	161,318
Hire purchase agreements are analysed as follows	 _	
Current obligations	51,440	38,321
Non-current obligations	97,323	122,997
	148,763	161,318

18 Commitments under operating leases
At 31 March 2013 the company had annual commitments under non-cancellable operating leases as set out below

	2013		2012	
	Land and buildings £	Other Items £	Land and buildings £	Other Items £
Operating leases which expire		40.000		
Within 1 year	-	13,020	-	_
Within 2 to 5 years	359,160	31,639	199,960	26,040
After more than 5 years	-	-	79,210	-
	359,160	44,659	279,170	26,040

Notes to the Financial Statements

Year ended 31 March 2013

19 Control and related party transactions

The company was under the control of D M Kamdar by virtue of his shareholding

D M Kamdar and N K Popat are directors and shareholders of Comline Auto Parts Limited and are also directors of Allied Comline Limited, a company registered in England and Wales During the year management charges of £200,400 (2012 - £200,400) were charged to Allied Comline Limited During the year sales were made to Allied Comline Limited of £6,482,874 (2012 - £392,868) and purchases of £3,464,553 (2012 - £3,355,700) At the balance sheet date other debtors include £467,565 (2012 - £72,323) due from Allied Comline Limited

D M Kamdar and N K Popat are also directors of Comline Hellas A E E, a company registered in Greece At the balance sheet date trade debtors include £80,324 (2012 - £386,331) due from Comline Hellas A E E During the year sales of £553,114 (2012 - 291,792) were made to Comline Hellas A E E During the year the company loaned Comline Hellas A E E £700,000 Interest receivable on this loan has been accrued for at a rate of 4% per annum. The balance due to the company at the balance sheet date in relation to this loan stands at £700,000

D M Kamdar had a director's current account with a balance of £108,775 owed to him by the company (2012 - £110,602 owed to the company) at the balance sheet date D M Kamdar purchased investments held by the company for £6,012 The fair value and net book value of the investment was also £6,012

N K Popat had a director's current account with a balance of £9,290 owed to the company (2012 - £95,602) at the balance sheet date

Directors of the company were paid £400,000 (2012 - £100,000) in dividends during the year

20. Share capital Allotted, called up and fully paid.

		No	2013	£	2 N o	012 £
	100 Ordinary shares of £1 each	100		100	100	100
21.	Profit and loss account				2013 £	2012 £
	Balance brought forward as previously reported Prior year adjustment				2,300,170 -	1,628,946 126,000
	Balance brought forward restated Profit for the financial year Equity dividends				2,300,170 589,636 (400,000)	1,754,946 645,224 (100,000)
	Balance carried forward				2,489,806	2,300,170

Notes to the Financial Statements

22	Reconciliation of movements in shareholders' funds		
22.	Reconciliation of movements in shareholders futius	2013	2012
	Profit for the financial year Equity dividends	£ 589,636 (400,000)	£ 645,224 (100,000)
	Net addition to shareholders' funds Opening shareholders' funds Prior year adjustment	189,636 2,300,270 –	545,224 1,629,046 126,000
	Closing shareholders' funds	2,489,906	2,300,270
23.	Notes to the cash flow statement Reconciliation of operating profit to net cash inflow from operating activities		
		2013 £	2012 £
	Operating profit Depreciation Profit on disposal of fixed assets (Increase)/decrease in stocks Increase in debtors Increase in creditors	872,596 138,414 (9,439) (104,712) (929,211) 992,135	993,953 126,298 (16,974) 983,334 (512,401) 189,411
	Net cash inflow from operating activities	959,783	1,763,621
	Returns on investments and servicing of finance	2013 £	2012 £
	Income from group undertakings Interest received Interest paid Interest element of hire purchase Dividends on shares classed as financial liabilities	7,856 (67,010) (12,037)	252 - (153,812) (10,059) (7,000)
	Net cash outflow from returns on investments and servicing of finance	(71,191)	(170,619)
	Taxation	2013	2012
	Taxation	£ (456,191)	£ (129,122)
	Capital expenditure and financial investment	2013	2012
	Payments to acquire tangible fixed assets Receipts from sale of fixed assets Disposal of fixed asset investments	£ (99,786) 10,706 6,012	£ (174,782) 80,689 —
	Net cash outflow for capital expenditure and financial investment	(83,068)	(94,093)

Notes to the Financial Statements

Financing			
•		2013 £	2012 £
Redemption of shares classed as financial liabilities Repayment of bank loans Capital element of hire purchase		_ (100,805) (12,555)	(100,000)
Net cash outflow from financing		(113,360)	(254,424)
Reconciliation of net cash flow to movement in net	t debt		
	2	013	2012
	£	£	£
(Decrease)/increase in cash in the period	(164,027)		1,015,363
Net cash outflow from bank loans Net cash outflow from redemption of shares classed	100,805		101,874
as financial liabilities Cash outflow in respect of hire purchase	_ 12,555		100,000 52,550
		(50,667)	1,269,787
Change in net debt		(50,667)	1,269,787
Net debt at 1 April 2012		(1,517,123)	(2,786,910)
Net debt at 31 March 2013		(1,567,790)	(1,517,123)
Analysis of changes in net debt			
	At 1 Apr 2012 £	Cash flows £	At 31 Mar 2013 £
Net cash			
Cash in hand and at bank Overdrafts	60,725 (1,052,239)	325,634 (489,661)	386,359 (1,541,900)
	(991,514)	(164,027)	(1,155,541)
Debt Debt due within 1 year Debt due after 1 year Hire purchase agreements	(110,280) (254,011) (161,318) (525,609)	100,805 12,555 113,360	(110,280) (153,206) (148,763) (412,249)
Net debt	(1,517,123)	(50,667)	(1,567,790)