

REGISTERED NUMBER: 03170433

Strategic Report, Report of the Directors and
Audited Financial Statements for the Year Ended 31 March 2014
for
TPAS (UK) Limited

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for the Year Ended 31 March 2014

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TPAS (UK) Limited

Company Information
for the Year Ended 31 March 2014

DIRECTORS:

K Murai
P Boulton
P Lambert
M Slade

SECRETARY:

I V Ellis

REGISTERED OFFICE:

ETEL House
Avenue One
Letchworth Garden City
Hertfordshire
SG6 2HU

REGISTERED NUMBER:

03170433

AUDITORS:

PricewaterhouseCoopers LLP
Abacus House
Castle Park
Cambridge
CB3 0AN

Strategic Report
for the Year Ended 31 March 2014

The directors present their strategic report for the year ended 31 March 2014.

PRINCIPAL ACTIVITY

The company's trading activities are the operation of tyre, exhaust and automotive repair centres.

The directors consider that the company is a going concern due to the continued support of the ultimate parent company Itochu Corporation.

REVIEW OF BUSINESS

The directors consider the Key Performance Indicators for the company are turnover: £18,154,000 (2013 - £22,123,000) and operating profit. Operating loss of £919,000 (2013 - loss of £932,000).

FUTURE DEVELOPMENTS

The directors do not anticipate any change in activities in the foreseeable future.

PRINCIPAL RISKS AND UNCERTAINTIES

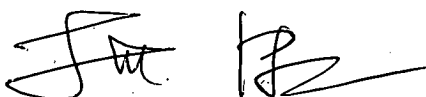
The company's activities expose it to a number of financial risks, principally liquidity risk. The company ensures that sufficient liquidity is available for its ongoing operations and future developments by careful monitoring of its financial obligations.

EMPLOYMENT POLICIES

The company offers equal opportunities and treatment to all regardless of religion, gender, ethnic origin, disability and age. All applicants and employees will be treated equally in respect of employment, career development, training, pay and other employment policies. In the event of a member of staff becoming disabled, every effort is made to ensure that their employment with the company continues and that appropriate training is arranged.

It is the policy of the company to develop employee involvement throughout the organisation and to ensure that they are aware of the financial and economic factors affecting the company. Consultation with employees or their representatives occurs on a regular basis covering matters of relevance and their views are taken into consideration when making decisions.

ON BEHALF OF THE BOARD:



K Murai - Director

Date: 12th August 2014

Report of the Directors
for the Year Ended 31 March 2014

The directors present their report with the audited financial statements of the company for the year to 31 March 2014. The comparatives are for the year to 31 March 2013.

DIVIDENDS

No dividends have been distributed for the year ended 31 March 2014 (2013 - £nil).

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2013 to the date of this report.

K Murai
P Boulton
P Lambert
M Slade

Other changes in directors holding office are as follows:

K Ogura - resigned 1 March 2014
M Slade - appointed 1 March 2014

QUALIFYING THIRD PARTY INDEMNITY

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. A fellow company also purchased and maintained throughout the financial period directors' and officers' liability insurance in respect of the company and its directors.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, Report of the Directors 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 period. In preparing these 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

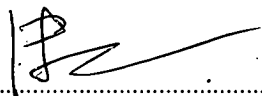
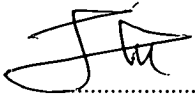
TPAS (UK) Limited (Registered number: 03170433)

Report of the Directors
for the Year Ended 31 March 2014

AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the next Annual General Meeting.

ON BEHALF OF THE BOARD:


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K Murai - Director

Date: 12th August 2014

Report of the Independent Auditors to the Members of
TPAS (UK) Limited

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of its loss 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by TPAS (UK) Limited, comprise:

- the balance sheet as at 31 March 2014;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 Strategic Report, Report of the Directors and Financial Statements (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or

Report of the Independent Auditors to the Members of
TPAS (UK) Limited

- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities 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 ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Adrian Bennett (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Abacus House
Castle Park
Cambridge
CB3 0AN

Date: 12 August 2014

Profit and Loss Account
for the Year Ended 31 March 2014

	Notes	31.3.14 £'000	31.3.13 £'000
TURNOVER	2	18,154	22,123
Cost of sales		<u>(17,204)</u>	<u>(20,758)</u>
GROSS PROFIT		950	1,365
Administrative expenses		<u>(1,869)</u>	<u>(2,297)</u>
OPERATING LOSS	5	(919)	(932)
Interest receivable and similar income	6	<u>47</u>	<u>24</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(872)	(908)
Tax on loss on ordinary activities	7	<u>60</u>	<u>336</u>
LOSS FOR THE FINANCIAL YEAR		<u>(812)</u>	<u>(572)</u>

CONTINUING OPERATIONS

All of the company's activities are in respect of continuing operations.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current year or previous year.

Balance Sheet
31 March 2014

	Notes	31.3.14 £'000	31.3.13 £'000
FIXED ASSETS			
Intangible assets	8	659	766
Tangible assets	9	<u>2,927</u>	<u>2,689</u>
		<u>3,586</u>	<u>3,455</u>
CURRENT ASSETS			
Stocks	10	2,198	2,581
Debtors	11	1,029	8,234
Cash in hand		<u>233</u>	<u>-</u>
		3,460	10,815
CREDITORS			
Amounts falling due within one year	12	<u>(3,904)</u>	<u>(10,316)</u>
NET CURRENT (LIABILITIES)/ASSETS		<u>(444)</u>	<u>499</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>3,142</u>	<u>3,954</u>
CAPITAL AND RESERVES			
Called up share capital	13	2,100	2,100
Profit and loss account	14	<u>1,042</u>	<u>1,854</u>
SHAREHOLDERS' FUNDS	17	<u>3,142</u>	<u>3,954</u>

The financial statements were approved by the Board of Directors on 12th August 2014 and were signed on its behalf by:



K Murai - Director

Notes to the Financial Statements
for the Year Ended 31 March 2014

1. **ACCOUNTING POLICIES**

Basis of preparing the financial statements

These financial statements are prepared on a going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Itochu Corporation which has undertaken to support the company for a period of at least twelve months from the date of signing these financial statements.

The principal accounting policies are set out below and have been applied consistently throughout the year.

Financial Reporting Standard number 1

The exemption under FRS 1 from preparing a cash flow statement has been taken on the grounds that the cash flows of the company are included in the cash flow statement of the parent company, Itochu Corporation, for which the financial statements are publicly available.

Turnover

Turnover represents the invoiced value, excluding VAT, of all goods sold and services provided to customers less any settlement discount given.

Intangible fixed assets - goodwill

Goodwill arising on the acquisition of businesses is capitalised and written off on a straight line basis over its useful economic life. Provision is made for any impairment in the carrying value.

Tangible fixed assets

Tangible fixed assets are stated at cost or valuation less accumulated depreciation and provision for impairment.

Depreciation is provided to write off the cost of tangible fixed assets in equal annual instalments over their estimated useful lives. In general, the rates of depreciation are as follows:

Plant and machinery - 10% - 50%

Stocks

Stocks, which comprise primarily automotive parts for resale are stated at the lower of cost and net realisable value. Provision is made for obsolete or slow-moving items where appropriate.

Deferred tax

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 with the following exception:

- 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

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction. Exchange gains and losses are recognised in the profit and loss account.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2014

1. **ACCOUNTING POLICIES - continued**

Pension costs and other post-retirement benefits

The company operates defined contribution schemes. Pension contributions are charged to the profit and loss account when due. Any difference between amounts charged to the profit and loss account and paid to the pension fund is shown in the balance sheet as a liability or asset.

2. **TURNOVER**

The company has one trading activity from which it derives its turnover and profits. It operates solely within the United Kingdom.

3. **STAFF COSTS**

	Year Ended 31.3.14	Year Ended 31.3.13
	£000	£000
Wages and salaries	4,103	4,697
Social security costs	335	391
Other pension costs	21	2
	<u>4,459</u>	<u>5,090</u>

The average monthly number of employees during the current period and previous period was as follows:

	Year Ended 31.3.14	Year Ended 31.3.13
Sales and distribution	<u>160</u>	<u>177</u>

4. **DIRECTORS' EMOLUMENTS**

During the current and previous year, the directors were remunerated by a fellow group undertaking.

5. **OPERATING LOSS**

The operating loss is stated after charging:

	31.3.14	31.3.13
	£'000	£'000
Other operating leases	3	-
Depreciation - owned assets	388	245
Loss on disposal of fixed assets	8	-
Goodwill amortisation	<u>107</u>	<u>107</u>

During the current and previous year, the auditors' remuneration was paid by a fellow group undertaking.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2014

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	31.3.14 £'000	31.3.13 £'000
Interest receivable due from fellow group undertakings	<u>47</u>	<u>24</u>

7. TAXATION

Analysis of the tax credit

The tax credit on the loss on ordinary activities for the year was as follows:

	31.3.14 £'000	31.3.13 £'000
Current tax:		
UK corporation tax	(294)	(383)
Tax - prior year adjustment	<u>(16)</u>	<u>(3)</u>
Total current tax	(310)	(386)
Deferred tax	<u>250</u>	<u>50</u>
Tax on loss on ordinary activities	<u>(60)</u>	<u>(336)</u>

Factors affecting the tax credit

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	31.3.14 £'000	31.3.13 £'000
Loss on ordinary activities before tax	<u>(872)</u>	<u>(908)</u>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23% (2013 - 24%)	(201)	(218)
Effects of:		
Expenses not deductible for tax purposes	50	26
Capital allowances in excess of depreciation	(143)	(191)
in the period		
Prior Year adjustment	<u>(16)</u>	<u>(3)</u>
Current tax credit	<u>(310)</u>	<u>(386)</u>

The UK corporation tax relates to amounts due from other group companies in relation to group relief.

Factors that may affect future tax charges

In the Budget announced on 19 March 2014, the Chancellor confirmed that the Corporation Tax rate would reduce to 21% with effect from 1 April 2014, with a further reduction to 20% for the financial year commencing 1 April 2015. The effect on the company is not considered to be material.

Deferred tax

As at 31 March 2014 there were no unrecognised deferred tax balances (2013 - £nil).

Notes to the Financial Statements - continued
for the Year Ended 31 March 2014

8. **INTANGIBLE FIXED ASSETS**

Goodwill
£'000

COST

At 1 April 2013
and 31 March 2014

3,769

AMORTISATION

At 1 April 2013
Amortisation for year

3,003
107

At 31 March 2014

3,110

NET BOOK VALUE

At 31 March 2014

659

At 31 March 2013

766

9. **TANGIBLE FIXED ASSETS**

**Plant and
machinery**
£'000

COST

At 1 April 2013
Additions
Disposals

5,563
639
(50)

At 31 March 2014

6,152

DEPRECIATION

At 1 April 2013
Charge for year
Eliminated on disposal

2,874
388
(37)

At 31 March 2014

3,225

NET BOOK VALUE

At 31 March 2014

2,927

At 31 March 2013

2,689

10. **STOCKS**

31.3.14

£'000

31.3.13

£'000

Stock for resale

2,198

2,581

The estimated replacement cost of stocks is not materially different from the balance sheet value.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2014

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.14	31.3.13
	£'000	£'000
Amounts owed by group undertakings	483	7,439
Prepayments and accrued income	3	2
Deferred tax asset	<u>543</u>	<u>793</u>
	<u>1,029</u>	<u>8,234</u>

Deferred tax asset consists of:

	31.3.14	31.3.13
	£'000	£'000
Decelerated capital allowances	316	533
Tax losses carried forward	<u>227</u>	<u>260</u>
Total deferred tax asset	<u>543</u>	<u>793</u>

The amounts owed by group undertakings are unsecured, interest bearing at LIBOR plus margin and repayable on demand.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.14	31.3.13
	£'000	£'000
Trade creditors	-	10,311
Amounts owed to group undertakings	3,876	-
Accruals and deferred income	<u>28</u>	<u>5</u>
	<u>3,904</u>	<u>10,316</u>

The amounts owed to group undertakings are unsecured, interest bearing at LIBOR plus margin and repayable on demand.

13. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

Number	Class	Nominal value	31.3.14	31.3.13
			£000	£000
2,100,000	Ordinary Shares	£1	<u>2,100</u>	<u>2,100</u>

14. RESERVES

	Profit and loss account
	£'000
At 1 April 2013	1,854
Deficit for the year	<u>(812)</u>
At 31 March 2014	<u>1,042</u>

Notes to the Financial Statements - continued
for the Year Ended 31 March 2014

15. OTHER FINANCIAL COMMITMENTS

There was no capital amount contracted but not provided for in the financial statements for the year ended 31 March 2014 (2013 - £nil).

16. RELATED PARTY DISCLOSURES

All related party transactions and balances relate to companies wholly owned within the group. Advantage has therefore been taken of the exemption within FRS 8 not to disclose these transactions.

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.3.14	31.3.13
	£'000	£'000
Loss for the financial year	<u>(812)</u>	<u>(572)</u>
Net reduction of shareholders' funds	(812)	(572)
Opening shareholders' funds	<u>3,954</u>	<u>4,526</u>
Closing shareholders' funds	<u>3,142</u>	<u>3,954</u>

18. ULTIMATE PARENT COMPANY

The company's immediate parent company is Kwik Fit (GB) Limited, registered in the United Kingdom.

The company's ultimate holding and controlling parent company is Itochu Corporation, which is incorporated in Japan, its registered office address is 5-1, 2 Chome, Kita Aoyama, Minato-ku, Tokyo, Japan.

The largest and smallest group into which the activities of the company are consolidated is that headed by Itochu Corporation.