STRATEGIC REPORT, REPORT OF THE DIRECTOR AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 FOR

TRUCTYRE FLEET MANAGEMENT LIMITED

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TRUCTYRE FLEET MANAGEMENT LIMITED

COMPANY INFORMATION for the Year Ended 31 DECEMBER 2015

DIRECTOR

G W Sherwood

REGISTERED OFFICE

Goodwood House Goodwood Road Eastleigh Hampshire SO50 4NT

REGISTERED NUMBER

03999449 (England and Wales)

ACCOUNTANTS.

Stone Osmond Limited 75 Bournemouth Road Chandlers Ford Eastleigh Hampshire SO53 3AP

BANKERS

National Westminster Bank plc Old Bank Branch

105 High Street Winchester Hampshire S023 9AW

STRATEGIC REPORT for the Year Ended 31 DECEMBER 2015

The director presents his strategic report for the year ended 31 December 2015

REVIEW OF BUSINESS

The acquisition of P K Commercial Tyres Ltd in 2012 by the parent company TFM Holdings Ltd meant the enlarged Group, to ensure it met its key strategies in the 3 year business plan, had to make significant investment in resource, compliance, plant/equipment, training, I T, back office restructure and rebranding to ensure that the consistency and high quality of service associated with Tructyre, was uniformed across all the Group business units and to drive efficiencies within the business

The investment continued throughout 2014, which included a move of our head office, warehouse and distribution, and a second hub at Gatwick with further continued investment in our infrastructure. The Group started to reap the rewards of this investment towards the end of 2014, and as the accompanying results show have enabled the Group to show considerably improved figures for 2015.

The company's key statistics are as follows

	12 months to 31 12 15		12 months to	<u>31 12 14</u>
Turnover	£27,709,194	(100 0%)	£26,693,429	(100 0%)
Gross profit	£9,941,652	(35 9%)	£9,170,724	(34 4%)
Profit before tax	£690,557	(0 8%)	£210,784	(0 8%)

In the second half of 2015 the Company began further investment to enable it to meet anticipated future demand, deliver additional services and expand into new areas in line with its plans for the business through to 2020 to meet its key objectives for the next four years. A new depot has been established in Essex, our back office fleet management service has been extended to 24/7, and the Company has launched Tructrak, a mobile alignment and technical services division. As a result of this additional investment, it is anticipated that the profit in 2016 will not be as great as that for 2015 since there will be a lag between putting the resources in place and the subsequent benefit of these to the Company. We are confident, however, that we now have all the processes in place to meet our sales growth, and financial objectives going forward.

PRINCIPAL RISKS AND UNCERTAINTIES

The recent vote to leave the EC has created a good deal of uncertainty within the country, and as of the date of signing off this report it is too early to say what effect this decision will have on the country and in particular the transport industry going forward. Such uncertainty gives rise to risks to the Group, mainly in respect of exposure to bad debts, and other similar factors which could have an adverse effect on cash flow. Thanks to our strong performance in 2015, however, the Group is now in a much stronger position to deal with any issues arising from these uncertainties than it was at the end of 2014. We are well aware of the factors set out above and are taking every measure to minimise our exposure to such uncertainties. We also believe that the Group's specialised services to its wide and varied customer base also reduces exposure to the risk and uncertainty of the general haulage sector to maintain its position as the UK's largest independent truck tyre service retailer.

ON BEHALF OF THE BOARD

G W Sherwood - Director

Date 21-07-2016

REPORT OF THE DIRECTOR for the Year Ended 31 DECEMBER 2015

The director presents his report with the financial statements of the company for the year ended 31 December 2015

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of the sale, lease and maintenance of commercial vehicle tyres

DIVIDENDS

An interim dividend of £600 per share was paid on 30 October 2015. The director recommends that no final dividend be paid.

The total distribution of dividends for the year ended 31 December 2015 will be £60,000

DIRECTOR

G W Sherwood held office during the whole of the period from 1 January 2015 to the date of this report

ON BEHALF OF THE BOARD

G W Sherwood - Director

Date 21-07 - 2016

INCOME STATEMENT for the Year Ended 31 DECEMBER 2015

	Notes	31 12 15 £	31 12 14 £
TURNOVER		27,709,194	26,693,429
Cost of sales		17,767,542	17,522,705
GROSS PROFIT		9,941,652	9,170,724
Administrative expenses		9,140,102	8,850,213
		801,550	320,511
Other operating income		4,904	3,434
OPERATING PROFIT	3	806,454	323,945
Interest payable and similar charges	4	115,897	113,161
PROFIT ON ORDINARY ACTIVITIES BE TAXATION	FORE	690,557	210,784
Tax on profit on ordinary activities	5	162,436	67,634
PROFIT FOR THE FINANCIAL YEAR		528,121	143,150

OTHER COMPREHENSIVE INCOME for the Year Ended 31 DECEMBER 2015

Notes	31 12 15 £	31 12 14 £
PROFIT FOR THE YEAR	528,121	143,150
OTHER COMPREHENSIVE INCOME	<u> </u>	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	528,121	143,150

BALANCE SHEET 31 DECEMBER 2015

		31 12	15	31 12	14
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		578,785		680,868
Tangible assets	8		1,854,366		1,701,292
			2,433,151		2,382,160
CURRENT ASSETS					
Stocks	9	2,434,774		2,210,024	
Debtors	10	8,521,866		7,858,612	
Cash at bank and in hand		8,131		3,305	
CREDITORS		10,964,771		10,071,941	
Amounts falling due within one year	11	9,159,052		8,731,549	
NET CURRENT ASSETS			1,805,719		1,340,392
TOTAL ASSETS LESS CURRENT LIABILITIES			4,238,870		3,722,552
CREDITORS Amounts falling due after more than one year	12		(514,045)		(503,508)
,00	12		(314,043)		(505,500)
PROVISIONS FOR LIABILITIES	16		(65,513)		(27,853)
NET ASSETS			3,659,312		3,191,191
CAPITAL AND RESERVES					
Called up share capital	17		100		100
Share premium	18		1,499,900		1,499,900
Retained earnings	18		2,159,312		1,691,191
SHAREHOLDERS' FUNDS			3,659,312		3,191,191

The company is entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies for the year ended 31 December 2015

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2015 in accordance with Section 476 of the Companies Act 2006

The director acknowledges his responsibilities for

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company

and

The financial statements were approved and authorised for issue by the director on were signed by

G W Sherwood - Director

STATEMENT OF CHANGES IN EQUITY for the Year Ended 31 DECEMBER 2015

	Called up share capital £	Retained earnings	Share premium £	Total equity £
Balance at 1 January 2014	100	1,548,041	1,499,900	3,048,041
Changes in equity Total comprehensive income		143,150		143,150
Balance at 31 December 2014	100	1,691,191	1,499,900	3,191,191
Changes in equity Dividends Total comprehensive income	<u> </u>	(60,000) 528,121	<u>-</u>	(60,000) 528,121
Balance at 31 December 2015	100	2,159,312	1,499,900	3,659,312

CASH FLOW STATEMENT for the Year Ended 31 DECEMBER 2015

		31 12 15	31 12 14
	lotes	£	£
Cash flows from operating activities			
Cash generated from operations	1	1,643,140	908,830
Interest paid		(51,068)	(55,544)
Interest element of hire purchase payments			
paid		(64,829)	(57,617)
Tax paid		(68,172)	(142,892)
Net cash from operating activities		1,459,071	652,777
Cash flows from investing activities			
Purchase of tangible fixed assets		(79,280)	(195,831)
Sale of tangible fixed assets		27,027	16,430
Net cash from investing activities		(52,253)	(179,401)
Cash flows from financing activities			
Loans (repaid) / received in year		(221,206)	16,085
Loan to holding company		-	(625,000)
Loan from / (to) group companies		(83,947)	265,206
Loan to associated company		(7,086)	(35,521)
Capital repayments in year		(640,064)	(448,947)
Amount introduced by directors		60,000	•
Amount withdrawn by directors		(34,384)	(41,268)
Equity dividends paid		(60,000)	-
Net cash from financing activities		(986,687)	(869,445)
Increase/(decrease) in cash and cash equ	ıvalents	420,131	(396,069)
Cash and cash equivalents at beginning			
of year	2	(594,211)	(198,142)
Cash and each equivalents at and of year	2	(174,080)	(594,211)
Cash and cash equivalents at end of year	4	(174,000)	(334,211)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 31 DECEMBER 2015

1 RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	31 12 15	31 12 14
	£	£
Profit before taxation	690,557	210,784
Depreciation charges	781,875	884,397
Profit on disposal of fixed assets	(17,851)	(3,035)
Finance costs	115,897	113,161
	1,570,478	1,205,307
(Increase)/decrease in stocks	(224,750)	377,658
Increase in trade and other debtors	(572,221)	(234,342)
Increase/(decrease) in trade and other creditors	869,633	(439,793)
Cash generated from operations	1,643,140	908,830

2 CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts

Year ended 31 December 2015

	31 12 15 £	1 1 15 £
Cash and cash equivalents Bank overdrafts	8,131 (182,211)	3,305 (597,516)
	(174,080)	(594,211)
Year ended 31 December 2014		
	31 12 14 £	1 1 14 £
Cash and cash equivalents Bank overdrafts	3,305 (597,516)	25,526 (223,668)
	(594,211)	(198,142)

3 MAJOR NON-CASH TRANSACTIONS

During the year the company entered into finance lease and hire purchase arrangements in respect of fixed assets with a total capital value at the inception of the leases of £762,762

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 DECEMBER 2015

1 ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006 The financial statements have been prepared under the historical cost convention

Turnover

Turnover represents services provided to customers in accordance with the company's principal activity, net of value added tax

Goodwill

Goodwill of £1,500,000, being the amount paid in connection with the acquisition of a business in 2006, is being amortised evenly over its estimated useful life of 15 years

In 2009 and 2010 the company paid £25,000 for a similar but smaller business to enable it to expand its current area of operation. This payment is considered to represent goodwill, and is being amortised evenly over its estimated useful life of 12 years.

The remaining goodwill relates to an earlier acquisition by the business purchased, and has been amortised over its remaining useful life. It was fully written off in previous accounting periods.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter

Improvements to property - Over period of lease

Plant and machinery - 25% on cost

Fixtures and fittings - 25% on reducing balance
Motor vehicles - 25% on cost and 20% on cost

Computer equipment - 25% on cost

Stocks

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

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter

The interest element of these obligations is charged to profit or loss over the relevant period. The capital element of the future payments is treated as a liability

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate

During the year the company also contributed to some employees' personal pension plans. Contributions payable for the year have been charged in the profit and loss account

2 STAFF COSTS

Social security costs Other pension costs	512,207 78,591	478,456 29,420
	5,669,049	5,160,276

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NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2015

2 STAFF COSTS - continued

	The average monthly number of employees during the year was as follows	31 12 15	31 12 14
	Depot managers and fitters	113	110
	Sales and administration	45	37
		158	147
		====	====
3	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting)		
		31 12 15 £	31 12 14 £
	Depreciation - owned assets	205,853	377,329
	Depreciation - assets on hire purchase contracts	473,939	404,985
	Profit on disposal of fixed assets	(17,851)	(3,035)
	Goodwill amortisation	102,083	102,083
	Auditors' remuneration	· -	9,350
	Hire of plant and machinery - operating leases	10,428	9,066
	Hire of land and buildings - operating leases	415,866	482,264
		=	
	Director's remuneration	80,057	80,617
			
4	INTEREST PAYABLE AND SIMILAR CHARGES		
		31 12 15	31 12 14
		£	£
	Bank interest	39,500	45,044 40,500
	Other interest payable	11,568 64,829	10,500 57,617
	Hire purchase		
		115,897	113,161
			
5	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows	31 12 15	31 12 14
		£ £	£ 14
	Current tax		
	UK corporation tax	124,776	68,172
	UK corporation tax - prior years		(306)
	Total current tax	124,776	67,866
	Deferred tax		
	Deferred tax Deferred tax	37,660	2,115
	Deferred tax - prior years	37,000	(2,347)
	. •		
	Total deferred tax	37,660	(232)
	Tax on profit on ordinary activities	162,436	67,634

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2015

5 TAXATION - continued

Reconciliation of total tax charge included in profit and loss		
The tax assessed for the year is higher than the standard rate of corporation tax in the UK 1	The difference i	S

	explained below		
		31 12 15 £	31 12 14 £
	Profit on ordinary activities before tax	690,557	210,784
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20 247% (2014 - 21 500%)	139,817	45,319
	Effects of Expenses not deductible for tax purposes Difference between standard rate of corporation tax and marginal rate	24,433	25,253
	applicable	(1,814)	(2,938)
	Total tax charge	162,436	67,634
6	DIVIDENDS		
		31 12 15 £	31 12 14 £
	Ordinary shares of £1 each	_	-
	Interim	60,000	
7	INTANGIBLE FIXED ASSETS		
			Goodwill £
	COST At 1 January 2015		
	and 31 December 2015		1,548,000
	AMORTISATION		
	At 1 January 2015 Amortisation for year		867,132 102,083
	At 31 December 2015		969,215
	NET BOOK VALUE		
	At 31 December 2015		578,785
	At 31 December 2014		680,868

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2015

8 TANGIBLE FIXED ASSETS

	Improvements		Fixtures
	to	Plant and	and
	property	machinery	fittings
0007	£	£	£
COST			
At 1 January 2015	140,669	603,151	48,368
Additions	21,212	43,207	3,304
Disposals	(1,806)	(143,018)	(1,089)
At 31 December 2015	160,075	503,340	50,583
DEPRECIATION			
At 1 January 2015	20,140	415,844	21,233
Charge for year	18,804	90,892	11,288
Eliminated on disposal	(1,806)	(134,703)	(1,089)
At 31 December 2015	37,138	372,033	31,432
NET BOOK VALUE			
At 31 December 2015	122,937	131,307	19,151
At 31 December 2014	120,529	187,307	27,135
			
	Motor	Computer	
	vehicles	equipment	Totals
	£	£	£
COST			
At 1 January 2015	2,428,389	332,711	3,553,288
Additions	754,478	19,841	842,042
Disposals	(255,308)	(78,740)	(479,961)
At 31 December 2015	2,927,559	273,812	3,915,369
DEPRECIATION			
At 1 January 2015	1,182,900	211,879	1,851,996
Charge for year	501,307	57,501	679,792
Eliminated on disposal	(254,447)	(78,740)	(470,785)
At 31 December 2015	1,429,760	190,640	2,061,003
NET BOOK VALUE			
At 31 December 2015	1,497,799	83,172	1,854,366
At 31 December 2014	1,245,489	120,832	1,701,292

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NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2015

8 TANGIBLE FIXED ASSETS - continued

	Fixed assets, included in the above, which are held under hire pu	Plant and	Motor	Totals
		machinery £	vehicles £	£
	COST	~	-	
	At 1 January 2015	67,850	1,635,969	1,703,819
	Additions	11,100	751,662	762,762
	Transfer to ownership		(313,369)	(313,369)
	At 31 December 2015	78,950	2,074,262	2,153,212
	DEPRECIATION			
	At 1 January 2015	18,002	489,516	507,518
	Charge for year	18,998	454,941	473,939
	Transfer to ownership	-	(254,340)	(254,340)
	At 31 December 2015	37,000	690,117	727,117
	NET BOOK VALUE			
	At 31 December 2015	41,950	1,384,145	1,426,095
	At 31 December 2014	49,848	1,146,453	1,196,301
9	STOCKS			
			31 12 15	31 12 14
	Stocks		£	£
	Stocks		2,434,774	2,210,024
10	DEBTORS AMOUNTS FALLING DUE WITHIN ONE YEAR			
	DEDICATE AMOUNTS I ALLING DOL WITHIN ONE PLAN		31 12 15	31 12 14
			£	£
	Trade debtors		4,661,587	4,222,288
	Amounts owed by group undertakings Amounts owed by associates		2,545,608 314,901	2,461,661 307,815
	Amounts recoverable on contracts		401,892	366,698
	Other debtors		173,749	111,567
	Prepayments and accrued income		424,129	388,583
			8,521,866	7,858,612
11	CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR			
			31 12 15 £	31 12 14 £
	Bank loans and overdrafts (see note 13)		1,753,124	2,389,635
	Hire purchase contracts (see note 14)		588,487	476,326
	Trade creditors		5,077,324	4,292,950
	Amounts owed to group undertakings		726,950	726,950
	Corporation tax		124,776	68,172
	Social security and other taxes		152,872	134,344
	VAT		272,510	289,351
	Other creditors		9,990	9,836
	Directors' current accounts		25,616	242.005
	Accrued expenses		427,403	343,985
			9,159,052	8,731,549
. =				
12	CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN	ONE YEAR		
			31 12 15	31 12 14
	Hire purchase contracts (see note 14)		£ 514,045	£ 503,508
				

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2015

13 LOANS

An analy	sis of the	maturity	of loans is	given below
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Amounts falling due within one year or on demand	31 12 15 £	31 12 14 £
Bank overdrafts Bank loans	182,211 1,570,913	597,516 1,792,119
	1,753,124	2,389,635
14 LEASING AGREEMENTS		
Minimum lease payments under hire purchase fall due as follows		
Not obligations recovered	31 12 15 £	31 12 14 £
Net obligations repayable Within one year Between one and five years	588,487 514,045	476,326 503,508
	1,102,532	979,834
15 SECURED DEBTS		
The following secured debts are included within creditors		
	31 12 15 £	31 12 14 £
Bank overdrafts	182,211	597,516
Bank loans	1,570,913	1,792,119
Hire purchase contracts	1,102,532	979,834
	2,855,656	3,369,469

The bank overdraft is secured by a fixed and floating charge over the assets of the company. The bank loan is secured on the company's trade debtors. The hire purchase liabilities are secured by the respective assets as set out in note 7.

16 PROVISIONS FOR LIABILITIES

	31 12 15 £	31 12 14 £
Deferred tax Accelerated capital allowances	65,513	27,853
Balance at 1 January 2015 Charge to Income Statement during year		Deferred tax £ 27,853 37,660
Balance at 31 December 2015		65,513

17 CALLED UP SHARE CAPITAL

Allotted, issi	ued and fully paid			
Number	Class	Nominal	31 12 15	31 12 14
400		value	£	£
100	Ordinary	£1	100	100

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2015

18 RESERVES

	Retained earnings £	Share premium £	Totals £
At 1 January 2015 Profit for the year Dividends	1,691,191 528,121 (60,000)	1,499,900	3,191,091 528,121 (60,000)
At 31 December 2015	2,159,312	1,499,900	3,659,212

19 PENSION COMMITMENTS

Included in creditors at 31 December 2015 were pension contributions due amounting to £8,904 (31 December 2014 £8.016)

20 ULTIMATE PARENT COMPANY

TFM Holdings Limited is regarded by the director as being the company's ultimate parent company

21 CAPITAL COMMITMENTS

	31 12 15	31 12 14
	£	£
Contracted but not provided for in the		
financial statements	597,219	682,125
		

22 RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group

TFM Holdings Limited

Parent company

During the year the company paid dividends totalling £60,000 to its parent

	31 12 15	31 12 14
	£	£
Amount due from related party at the balance sheet date	2,252,144	2,252,144

The loan to the parent company is interest free and repayable on demand

A cross guarantee exists between the company and its holding company, TFM Holdings Limited, with respect to bank loans and overdrafts. At the year end TFM Holdings Limited did not have any bank loans or overdrafts

GWS Motorsport Limited

A company in which G W Sherwood is both a director and shareholder

During the year the company made sales to this company amounting to £2,060 (2014 £5,975), purchases from this company totalling £25,000 (2014 £25,000) and made loans to this company amounting to £7,500 (2014 £35,521)

	31 12 15	31 12 14
	£	£
Amount due from related party at the balance sheet date	314,901	307,815

The loan to this company is interest free and repayable on demand

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2015

22 RELATED PARTY DISCLOSURES - continued

G W Sherwood

Director

Amount due to related party at the balance sheet date

31 12 15 31 12 14 £ £ 25,616 -

23 ULTIMATE CONTROLLING PARTY

The ultimate controlling party is G W Sherwood