STRATEGIC REPORT, REPORT OF THE DIRECTOR AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 FOR

TRUCTYRE FLEET MANAGEMENT LIMITED

MONDAY

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TRUCTYRE FLEET MANAGEMENT LIMITED

COMPANY INFORMATION for the Year Ended 31 DECEMBER 2016

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 2016

The director presents his strategic report for the year ended 31 December 2016.

REVIEW OF BUSINESS

The acquisition of PK Commercial Tyres Ltd in 2012 by parent company TFM Holdings Ltd meant an enlarged group, to ensure it met key strategies in the 3 year business plan (2014 to 2016), had to make significant investment in resource, compliance, plant/equipment, training, IT, back office and re-branding to ensure high quality of service associated with Tructyre to meet the current and future needs of customers.

The commercial business when growing is stepchanging and the company's growth rate of 6.6% per annum means that it takes two years to realise the investment.

The investment as outlined in our strategic report for year ending 2015 continued in 2016 with a complete refocus of our sales & marketing and end user offer. Introduction of our technical services division, Tructrak, expansion into Essex and investments into plant and equipment for our specialist supporting business units have all enabled the business to continue to move forward.

The company's key statistics are as follows:

	12 months to 3	<u>31.12.16</u>	12 months to 31.12.15		
Turnover Gross profit	£30,228,328 £11,076,888	(100.0%) (36.6%)	£27,709,194 £9,941,652	(100.0%) (35.9%)	
Profit before tax	£446, 9 26	(1.5%)	£690,557	(2.5%)	

As can be seen, both turnover and gross profit were up on 2015 and whilst profit before tax was down, it was actually up on budget.

During 2016 the company started to prepare its 2020 plan, investment in which commenced in the second half of the year. We now have the infrastructure and scalability to push the business forward in the next 5 years and we are confident that we are continuing to put all the processes in place to meet our sales growth and financial objectives going forward.

PRINCIPAL RISKS AND UNCERTAINTIES

Post Brexit and further political unrest has made, at times, challenging markets, particularly with current exchange rates and global raw materials, adversely affecting UK imports and therefore sales value and inflation is something that we will need to monitor very closely because of the effects it has on gross margin.

However, the structures, measurements and added value services developed over the past three years will help to minimise such impacts and as a consequence, will put us in a competitive advantage over our nearest competitors, particularly those who's not invested will struggle to meet the demands of the market in the future.

Whilst we cannot be complacent our core values have been further developed to meet the needs of the 2020 plan so that the company can maintain its position as the UK's largest independent truck service retailer.

ON BEHALF OF THE BOARD:

G W Sherwood - Director

22 August 2017

REPORT OF THE DIRECTOR

for the Year Ended 31 DECEMBER 2016

The director presents his report with the financial statements of the company for the year ended 31 December 2016.

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 22 December 2016. The director recommends that no final dividend be paid.

The total distribution of dividends for the year ended 31 December 2016 will be £60,000.

DIRECTOR

G W Sherwood held office during the whole of the period from 1 January 2016 to the date of this report.

ON BEHALF OF THE BOARD:

G W Sherwood - Director

22 August 2017

INCOME STATEMENT for the Year Ended 31 DECEMBER 2016

	Notes	31.12.16 £	31.12.15 £
TURNOVER		30,228,328	27,709,194
Cost of sales		19,151,440	17,767,542
GROSS PROFIT		11,076,888	9,941,652
Administrative expenses		10,556,991	9,140,102
		519,897	801,550
Other operating income		40,234	4,904
OPERATING PROFIT	4	560,131	806,454
Interest payable and similar expenses	5	113,205	115,897
PROFIT BEFORE TAXATION		446,926	690,557
Tax on profit	6	118,411	162,436
PROFIT FOR THE FINANCIAL YEAR		328,515	528,121

OTHER COMPREHENSIVE INCOME for the Year Ended 31 DECEMBER 2016

	Notes	31.12.16 £	31.12.15 £
PROFIT FOR THE YEAR		328,515	528,121
OTHER COMPREHENSIVE INCOME		<u> </u>	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	R	328,515	528,121

BALANCE SHEET 31 DECEMBER 2016

		31.12	2.16	31.12	15
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	8		476,702		578,785
Tangible assets	9		2,120,773		1,854,366
			2,597,475		2,433,151
CURRENT ASSETS					
Stocks	10	2,565,199		2,434,774	
Debtors	11	9,502,538		8,521,866	
Cash at bank and in hand		5,312		8,131	
CREDITORS		12,073,049		10,964,771	
CREDITORS Amounts falling due within one year	12	10,137,587		9,159,052	
NET CURRENT ASSETS			1,935,462		1,805,719
TOTAL ASSETS LESS CURRENT LIABILITIES			4,532,937		4,238,870
CREDITORS					
Amounts falling due after more than one year	13		(551,995)		(514,045)
PROVISIONS FOR LIABILITIES	17		(53,115)		(65,513)
NET ASSETS			3,927,827		3,659,312
CAPITAL AND RESERVES					
Called up share capital	18		100		100
Share premium	19		1,499,900		1,499,900
Retained earnings	19		2,427,827		2,159,312
SHAREHOLDERS' FUNDS			3,927,827		3,659,312

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 2016.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2016 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.

The financial statements were approved and authorised for issue by the director on 22 August 2017 and were signed by:

G W Sherwood - Director

STATEMENT OF CHANGES IN EQUITY for the Year Ended 31 DECEMBER 2016

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 January 2015	100	1,691,191	1,499,900	3,191,191
Changes in equity Dividends Total comprehensive income Balance at 31 December 2015	100	(60,000) 528,121 2,159,312	1,499,900	(60,000) 528,121 3,659,312
Changes in equity Dividends Total comprehensive income		(60,000) 328,515	<u>-</u>	(60,000) 328,515
Balance at 31 December 2016	100	2,427,827	1,499,900	3,927,827

CASH FLOW STATEMENT for the Year Ended 31 DECEMBER 2016

		31.12.16	31.12.15
	ites	£	£
Cash flows from operating activities			
Cash generated from operations	1	1,244,668	1,643,14 0
Interest paid		(48,796)	(51,068)
Interest element of hire purchase payments			
paid		(64,409)	(64,829)
Tax paid		(123,770)	(68,172)
Net cash from operating activities		1,007,693	1,459,071
Cash flows from investing activities			
Purchase of tangible fixed assets		(117,813)	(79,280)
Sale of tangible fixed assets		16,619	27,027
Net cash from investing activities		(101,194)	(52,253)
The dash from investing activities		(101,134)	
Cash flows from financing activities			
Loans (repaid) / received in year		(198,918)	(221,206)
Loan from / (to) group companies		(5,267)	(83,947)
Loan to associated company		2,069	(7,086)
Capital repayments in year		(813,848)	(640,064)
Amount introduced by directors		23,822	60,000
Amount withdrawn by directors		25,022	(34,384)
Government grants received		38,823	(01,001)
Equity dividends paid		(60,000)	(60,000)
Net cash from financing activities		(1,013,319)	(986,687)
(Decrease)/increase in cash and cash equiv	valents	(106,820)	420,131
of year	2	(174,080)	(594,211)
Cash and cash equivalents at end of year	2	(280,900)	(174,080)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 31 DECEMBER 2016

1. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	31.12.16	31.12.15
	£	£
Profit before taxation	446,926	690,557
Depreciation charges	854,187	781,875
Profit on disposal of fixed assets	(13,874)	(17,851)
Government grants	(38,823)	-
Finance costs	113,205	115,897
	1,361,621	1,570,478
Increase in stocks	(130,425)	(224,750)
Increase in trade and other debtors	(977,474)	(572,221)
Increase in trade and other creditors	990,946	869,633
Cash generated from operations	1,244,668	1,643,140
agair Barrarara manii abaranana	1,244,000	

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 2016

	31.12.16	1.1.16 £
Cash and cash equivalents Bank overdrafts	5,312 (286,212)	8,131 (182,211)
	(280,900)	(174,080)
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)

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 £903,443.

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 DECEMBER 2016

1. STATUTORY INFORMATION

Tructyre Fleet Management Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. 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

Government grants

Government grants are recognised as income in the financial statements on receipt.

Stocks

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

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

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

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

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NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2016

ACCOUNTING POLICIES - continued

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.

EMPLOYEES AND DIRECTORS 3.

	31.12.16 £	31.12.15 £
Wages and salaries	5,864,150	5,078,251
Social security costs	596,747	512,207
Other pension costs	84,318	78,591 ————
	6,545,215	5,669,049
The average monthly number of employees during the year was as follows:		
	31.12.16	31.12.15
Depot managers and fitters	121	113
Sales, administration & distribution	55	<u>45</u>
	176	158
		==
	31.12.16	31.12.15
	£	£
Director's remuneration	92,264	80,057
OPERATING PROFIT		
The operating profit is stated after charging//crediting):		

4.

5.

The operating profit is stated after charging/(crediting):

	31.12.16 £	31.12.15 £
Depreciation - owned assets	211,343	205,853
Depreciation - assets on hire purchase contracts	540,761	473,939
Profit on disposal of fixed assets	(13,874)	(17,851)
Goodwill amortisation	102,083	102,083
Hire of plant and machinery - operating leases	12,859	10,428
Hire of land and buildings - operating leases	449,191	415,866
INTEREST PAYABLE AND SIMILAR EXPENSES		
	31.12.16	31.12.15
	£	£

	31.12.16	31.12.15
	£	£
Bank interest	39,722	39,500
Other interest payable	9,074	11,568
Hire purchase	64,409	64,829
	113,205	115,897

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2016

6. TAXATION

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8.

Analysis of the tax charge The tax charge on the profit for the year was as follows:		
	31,12.16 £	31.12.15 £
Current tax: UK corporation tax UK corporation tax - prior years	130,834 (25)	124,776
Total current tax	130,809	124,776
Deferred tax: Deferred tax Deferred tax - prior years	(12,422) 24	37,660
Total deferred tax	(12,398)	37,660
Tax on profit	118,411	162,436
Reconciliation of total tax charge included in profit and loss The tax assessed for the year is higher than the standard rate of corporation ta explained below:	ix in the UK. 1	The difference is
	31.12.16 £	31.12.15 £
Profit before tax	446,926	690,557
Profit multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20.247%)	89,385	139,817
Effects of: Expenses not deductible for tax purposes Difference between standard rate of corporation tax and marginal rate applicable	29,026	24,433 (1,814)
Total tax charge	118,411	162,436
DIVIDENDS	31.12.16 £	31.12.15 £
Ordinary shares of £1 each Interim	60,000	60,000
INTANGIBLE FIXED ASSETS		Goodwill £
COST At 1 January 2016 and 31 December 2016		1,548,000
AMORTISATION At 1 January 2016 Amortisation for year		969,215 102,083
At 31 December 2016		1,071,298
NET BOOK VALUE At 31 December 2016		476,702
At 31 December 2015		578,785

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2016

9. TANGIBLE FIXED ASSETS

	Improvements		Fixtures
	to	Plant and	and
	property	machinery	fittings
COST	£	£	£
At 1 January 2016	160,075	503,340	50,583
Additions	26,137	61,119	10,068
Disposals	(3,260)	(141,712)	10,000
2.000000	(0,200)		
At 31 December 2016	182,952	422,747	60,651
DEPRECIATION			
At 1 January 2016	37.138	372.033	31,432
Charge for year	24,584	89,484	11,136
Eliminated on disposal	(3,260)	(138,967)	11,130
Limitated on disposal	(3,200)	(130,907)	
At 31 December 2016	58,462	322,550	42,568
NET BOOK VALUE			
At 31 December 2016	124,490	100,197	18,083
At 31 December 2015	122,937	131,307	19,151
	Motor	Computer	
	vehicles	equipment	Totals
	£	£	£
COST			
At 1 January 2016	2,927,559	273,812	3,915,369
Additions	903,443	20,489	1,021,256
Disposals	(345,246)		(490,218)
At 31 December 2016	3,485,756	294,301	4,446,407
DEPRECIATION			
At 1 January 2016	1,429,760	190,640	2,061,003
Charge for year	581,036	45,864	752,104
Eliminated on disposal	(345,246)	-	(487,473)
At 31 December 2016	1,665,550	236,504	2,325,634
NET BOOK VALUE			
At 31 December 2016	1,820,206	57,797	2,120,773
ALUT December 2010	======		=======================================
At 31 December 2015	1,497,799	83,172	1,854,366

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2016

9. TANGIBLE FIXED ASSETS - continued

9.	IANGIBLE FIXED ASSETS - continued			
	Fixed assets, included in the above, which are held under hire pu	rchase contractive Plant and machinery	cts are as follows: Motor vehicles £	Totals £
	COST			
	At 1 January 2016	78,950	2,074,262	2,153,212
	Additions	(00 000)	903,443	903,443
	Disposals Transfer to ownership	(39,800)	(825.762)	(39,800) (635,763)
	Transfer to ownership		(635,763)	(635,763)
	At 31 December 2016	39,150	2,341,942	2,381,092
	DEPRECIATION			
	At 1 January 2016	37,000	690,117	727,117
	Charge for year	25,954	514,807	540,761
	Eliminated on disposal	(38,280)	-	(38,280)
	Transfer to ownership	-	(515,989)	(515,989)
	At 31 December 2016	24,674	688,935	713,609
	NET BOOK VALUE	44.470	4.050.007	4 007 400
	At 31 December 2016	14,476	1,653,007	1,667,483
	At 31 December 2015	41,950	1,384,145	1,426,095
		<u>.</u>		
10.	STOCKS			
10.	STOCKS		31.12.16	31.12.15
			£	£
	Stocks		2,565,199	2,434,774
11.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
			31.12.16	31.12.15
	Trade debtors		£	£
	Amounts owed by group undertakings		5,406,768 2,550,875	4,661,587 2,545,608
	Amounts owed by associates		312,832	314,901
	Amounts recoverable on contracts		506,206	401,892
	Other debtors		170,062	173,749
	Prepayments and accrued income		555,795	424,129
			9,502,538	8,521,866
12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
			31.12.16 £	31.12.15 £
	Bank loans and overdrafts (see note 14)		1,658,207	1,753,124
	Hire purchase contracts (see note 15)		640,132	588,487
	Trade creditors		5,856,652	5,077,324
	Amounts owed to group undertakings		726,950	726,950
	Corporation tax		131,815	124,776
	Social security and other taxes VAT		170,256	152,872
	Other creditors		352,865 13,410	272,510
	Directors' current accounts		49,438	9,990 25,616
	Accrued expenses		537,862	427,403
	•			
			10,137,587	9,159,052

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2016

13.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	31.12.16	31.12.15
	Hire purchase contracts (see note 15)	£ 551,995 ———	£ 514,045
14.	LOANS		
	An analysis of the maturity of loans is given below:		
		31.12.16 £	31.12.15 £
	Amounts falling due within one year or on demand: Bank overdrafts Bank loans	286,212 1,371,995	182,211 1,570,913
		1,658,207	1,753,124
15.	LEASING AGREEMENTS		
	Minimum lease payments fall due as follows:		
		Hire purch 31.12.16 £	ase contracts 31.12.15 £
	Net obligations repayable: Within one year	640,132	588,487
	Between one and five years	551,995	514,045
		1,192,127	1,102,532
			lable operating
		31.12.16	31.12.15
	Within one year	£ 14,985	£ 41,286
	Between one and five years In more than five years	196,802 132,488	103,255 153,846
		344,275	298,387
16.	SECURED DEBTS		
	The following secured debts are included within creditors:		
		31.12.16 £	31.12.15 £
	Bank overdrafts	286,212	182,211
	Bank loans Hire purchase contracts	1,371,995 1,192,127	1,570,913 1,102,532
		2,850,334	2,855,656

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.

17. PROVISIONS FOR LIABILITIES

	31.12.16	31.12.15
	£	£
Deferred tax	50.445	25 542
Accelerated capital allowances	53,115	65,513 ———

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 DECEMBER 2016

17. PROVISIONS FOR LIABILITIES - continued

Balance at 1 of Credit to Inco	January 2016 me Statement during year			Deferred tax £ 65,513 (12,398)
Balance at 31	December 2016			53,115
CALLED UP	SHARE CAPITAL			
Allotted, issue Number:	ed and fully paid: Class:	Nominal value:	31.12.16 £	31.12.15 £
100	Ordinary	£1	100	100

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19. RESERVES

18.

RESERVES	Retained earnings £	Share premium £	Totals £
At 1 January 2016 Profit for the year Dividends	2,159,312 328,515 (60,000)	1,499,900	3,659,212 328,515 (60,000)
At 31 December 2016	2,427,827	1,499,900	3,927,727

20. PENSION COMMITMENTS

Included in creditors at 31 December 2015 were pension contributions due amounting to £10,478 (31 December 2015: £8,904).

21. ULTIMATE PARENT COMPANY

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

22. CAPITAL COMMITMENTS

	31.12.16 £	31.12.15 £
Contracted but not provided for in the financial statements	730.500	597,219
		====

23. 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.

24. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is G W Sherwood.