

Registered number: SC147093

**Directors' Report and Financial Statements** 

For the year ended 30 April 2015

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## Financial Statements For the year ended 30 April 2015

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## **Company Information**

## **Directors**

G Facenna

M A Facenna

P Nelson

K Facenna

P Facenna

A Russell

## **Secretary**

A Russell

## Registered office

230 Balmore Road Glasgow G22 6LJ

## Registered number

SC147093

## **Auditor**

Scott-Moncrieff Chartered Accountants 25 Bothwell Street Glasgow G2 6NL

## Principal banker

Bank of Scotland plc 701 Great Western Road Glasgow G12 8RB Strategic Report For the year ended 30 April 2015

The directors present their strategic report and the audited financial statements for the year ended 30 April 2015.

## **Principal activity**

The principal activity and core business of the company continued to be the sale and repair of motor vehicles and other ancillary vehicles.

## Review of business and future developments

In the year ended April 2015 Allied Vehicles continued to grow with turnover rising by 19.0% to £105.9m and earnings before interest, tax and depreciation improving by 75.0% to £5.1m.

During the year we expanded our export activity and have now delivered vehicles to the major countries of Europe and are negotiating the supply of conversion kits to Central America. Our share of the UK Motability market remained above 40% but we also expanded in private hire cars sales and converted patient transport ambulance.

New products continue to remain a focus and we obtained funding to support circa £2.5m of our research and development of these, over the three years from December 2014, from Scottish Enterprise. This will help us to ensure that we have a team capable of generating world class products that the company can bring to the market.

This will help us to maintain our ethos that delivery of a high quality build of vehicle will remain central to all that we do and, as the leader in WAV and taxi manufacture, we will continue to work closely with the regulatory and taxi licensing authorities to enhance standards in the industry.

Rentals, parts, bodyshop, defleet, mobility shop and service departments performed strongly during the year and we anticipate that this will continue.

We feel that all the constituents are there for Allied Vehicles to improve on this excellent performance in 2015-16. Order bank is rising, despite increased production, our new products are being well received, after sales are growing and the appetite for our product is growing amongst our customers. We look forward to reporting further growth next year.

#### Risks and uncertainties

The directors continue to have an active approach to the management and minimisation of risks in the business. This is particularly relevant in the current economic climate. Short term risks include the current property and finance markets and relationships with major suppliers and customers. Senior management constantly monitor the state of these markets and relationships to ensure that the company minimises such risks.

By order of the board

A Russell Secretary

Dated: 21 January 2016

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## Report of the Directors For the year ended 30 April 2015

The directors present their report and the audited financial statements for the year ended 30 April 2015.

The information regarding the principal activity, review of business, future developments and risks and uncertainties, is shown in the Strategic Report and not in the Directors' Report.

#### Directors

The directors in office during the year were as follows:-

G Facenna

M A Facenna

P Nelson

K Facenna

P Facenna

A Russell

#### **Dividends**

A dividend of £440,000 was distributed for the year ended 30 April 2015 (2014: £nil). The retained profit transferred to reserves will be £3,381,706.

#### Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, 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 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 UK 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 of Disclosure of information to the auditor

To the knowledge and belief of each of the persons who are directors at the time the report is approved:

- So far as the director is aware, there is no relevant information of which the company's auditor is unaware, and
- He/she has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information, and to establish that the company's auditor is aware of the information.

## Report of the Directors For the year ended 30 April 2015

## Disabled persons

The company recognises its obligations towards disabled persons and endeavours to provide as many employment, training and career opportunities as the demands of the company's operations and the abilities of the disabled persons allow.

## **Employee information programme**

It is the company's policy that employees should be kept as fully informed as possible about the activities of the company. This is achieved through internal communications such as the staff newsletter, notice boards and regular briefings.

#### **Auditor**

A resolution to re-appoint Scott-Moncrieff, Chartered Accountants, as auditor in accordance with Section 485 of the Companies Act 2006, will be put to members at the annual general meeting.

By order of the board

A Russell Secretary

Dated: 21 January 2016

## Independent Auditor's Report to the Members of Allied Vehicles Limited

We have audited the financial statements of Allied Vehicles Limited for the year ended 30 April 2015 which comprise the profit and loss account, balance sheet and 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 members 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 members 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 members 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 Ethical Standards for Auditors.

## Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at <a href="https://www.frc.org.uk/auditscopeukprivate">www.frc.org.uk/auditscopeukprivate</a>.

## 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 30 April 2015 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 Strategic Report and 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 Members of Allied Vehicles Limited

## 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.

Bernadette Higgins (Senior Statutory Auditor)
For and on behalf of Scott-Moncrieff, Statutory Auditor
Chartered Accountants
25 Bothwell Street
Glasgow
G2 6NL

Dated: 21 January 2016

## Profit and Loss Account For the year ended 30 April 2015

	Note	2015 £	2014 £
Turnover		105,942,643	89,029,004
Cost of sales		(85,479,227)	(73,154,577)
Gross profit		20,463,416	15,874,427
Administrative expenses		(16,864,779)	(14,571,459)
		3,598,637	1,302,968
Other operating income	3	484,751	700,243
Operating profit	2	4,083,388	2,003,211
Investment income Interest payable and similar charges	6 7	45,229 (97,419)	12,361 (160,907)
Profit on ordinary activities before taxation		4,031,198	1,854,665
Taxation	8	(649,492)	(463,986)
Profit on ordinary activities after taxation		3,381,706	1,390,679

None of the company's activities were acquired or discontinued during the above two financial years.

There were no recognised gains and losses other than those included in the profit and loss account.

## Balance Sheet As at 30 April 2015

		201	5	201	4
	Note	£	£	£	£
Fixed assets	_				
Intangible assets	9		592,143		- 440 005
Tangible assets Investments	10 11		8,081,623		8,410,225
investments	11				
			8,673,767		8,410,226
Current assets			0,010,101		0,110,220
Stock	12	7,524,868		6,293,011	
Debtors	13	9,856,053		5,881,846	
Cash at bank and in hand		83,660		66,606	
		17,464,581		12,241,463	
Creditors: amounts falling due within one year	14	(15,127,037)		(11,783,014)	
, 00.	• •			(11,100,011)	
Net current assets			2,337,544		458,449
Total assets less current liabilities			11,011,311		8,868,675
Creditors: amounts falling due after				•	
more than one year	15		(1,134,953)		(1,790,041)
Accruals and deferred income	16		-		-
Provision for liabilities	17		-		(143,982)
Net assets			9,876,358		6,934,652
Capital and reserves - equity					
Called up share capital	18		56,667		56,667
Share premium	19		1,663,343		1,663,343
Other reserves	19		20,001	•	20,001
Profit and loss account	19		8,136,347		5,194,641
Shareholders' funds	21	•	9,876,358		6,934,652

These financial statements were authorised for issue by the Board of directors on 21 January 2016 and signed on its behalf by:-

Company Registration No: SC147093

#### 1 Accounting policies

#### Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Exemption has been taken from preparing a cash flow statement on the grounds that the ultimate holding company will prepare a group cash flow statement.

#### Consolidation

The company is a parent and subsidiary. Consolidated financial statements are not prepared as the results of Allied Vehicles Limited are included within the group financial statements of Allied Holdings (UK) 2014 Limited, a company incorporated in Scotland.

#### Turnover

Turnover represents goods and services supplied during the period, net of Value Added Tax.

### Going concern

The Directors anticipate that a profit will be generated in the year to 30 April 2016. The company has a healthy reserves position and thus the Board of Directors is satisfied that there are sufficient resources in place to continue operating for the foreseeable future. Thus the Directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### Intangible fixed assets

Research and developments costs for projects with a defined term and which meet the criteria for recognition as development costs are capitalised and are stated at cost less accumulated amortisation. Amortisation is provided to write off the cost of the intangible fixed assets as follows:

Research and development

between 3 and 5 years over the term of the project

Research and development costs that do not meet the criteria for recognition as development costs are charged to the profit and loss account as they occur.

## Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is provided to write off the cost of tangible fixed assets as follows:

Freehold properties

- 2 - 4% straight line

Plant and machinery

- 15 - 20% reducing balance and 20-33% straight line

Motor vehicles

25% reducing balance and 33% straight line

Electric prototype vehicles

- 25% straight line

#### Operating leases

Lease payments under operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

#### Stock

Stock and work-in-progress are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling price less further costs to completion and disposal.

Cost of work-in-progress comprises materials, direct wages and all overheads incurred in bringing the work-in-progress to its present location and condition.

## 1 Accounting policies (Cont'd)

#### Deferred tax

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

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as 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 a non-discounted basis, at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### Investments

Fixed asset investments are stated at cost, less any provisions required where there has been a permanent diminution in their value.

#### Pension costs

The company operates two defined contribution pension schemes in respect of its employees. The assets of the schemes are held separately from those of the company. The pension cost charge represents the amount of the contributions payable to the schemes in respect of the period.

#### **Grants**

Grants in respect of capital expenditure are credited to the profit and loss account over the estimated useful life of the relevant fixed assets. The grants shown in the balance sheet represent the total grants receivable to date less the amount so far credited to the profit and loss account.

Grants in relation to revenue expenditure are credited to the profit and loss account when receivable.

2	Operating profit	2015 £	2014 £
	Operating profit is stated after charging/(crediting):		
	Depreciation of tangible assets	879,301	932,568
	Research and development	124,995	125,008
	Operating lease charges	222,217	130,209
	Auditor's remuneration – audit	25,100	21,000
	Auditor's remuneration – taxation	3,000	3,000
	(Gain) on sale of tangible fixed assets	(5,571)	(5,309)

3	Other Operating Income	2015 £	2014 £
	Property rental income	163,519	172,640
	Management charge income – group	60,000	60,000
	Rental income from GCC	66,620	12,232
	Gain on sale of tangible fixed assets	5,571	5,309
	Security income	95,448	97,243
	Release of deferred government grants (note 16)	33,440	333,100
	Other income	93,593	19,719
		484,751	700,243
4	Directors' remuneration	2015 £	2014 £
	Directors' emoluments	1,299,800	622,431
	Pension costs	133,522	82,307
		1,433,322	704,738
	6 directors are members of defined contribution pension schemes (2014: The emoluments of the highest paid director were £728,828 (2014: £131 was paid into the pension scheme of the highest paid director during the	1,683). £5,792 (2	2014: £33,400)
		2015	2014
5	Staff costs and numbers	£	£
	Staff costs were as follows:-		
	Wages and salaries	11,775,817	9,828,431
	Social security costs	1,121,735	940,287
	Pension costs	223,356	126,774
		13,120,908	10,895,492
	The average monthly number of employees during the year was as follows:		
	, ca ao	2015 Average No.	2014 Average No.
	Administration and management	254	218
	Production	220	214
	<del></del>	474	432

6	Investment income	2015 £	2014 £
	Loan interest received Group interest	40,984 4,245	8,116 4,245
		45,229	12,361
7	Interest payable and similar charges	2015 £	2014 £
	Bank loans and overdrafts Finance charges	72,921 24,498	133,351 27,556
		97,419	160,907
8	Taxation	2015 £	2014 £
	UK corporation tax - current year UK corporation tax - adjustment to prior years Deferred taxation (note 17)	928,635 (135,161) (143,982)	449,520 2,959 11,507
		649,492	463,986
	The tax assessed for the year differs from the standard rate of tax as follows:		
	Profit on ordinary activities before tax	4,031,198	1,854,665
	Profit on ordinary activities at standard rate of tax 20.92% (2014: 22.84%) Expenses not deductible for tax purposes Depreciation in excess of capital allowances Other short term timing differences Additional deduction for R&D expenditure Fixed asset differences Income not deductible for tax purposes	843,327 18,287 18,949 163,508 (146,937) 31,501	423,605 1,714 100,824 (9,757) - (14,775) (52,091)
		928,635	449,520

9	Intangible fixed assets				Research and development £	Total £
	Cost At 1 May 2014 Additions Disposals				- 754,616 -	- 754,616 -
	At 30 April 2015				754,616	754,616
	Amortisation At 1 May 2014 Charge for the year Eliminated on disposal				162,473	162,473
	At 30 April 2015				162,473	162,473
	Net book value At 30 April 2015				592,143	592,143
	At 30 April 2014				-	-
10	Tangible fixed assets	Land and Buildings £	Plant and Machinery £	Motor Vehicles £	Electric Prototype Vehicles £	Total £
	Cost At 1 May 2014 Additions Disposals	8,356,593 311,047 (671,331)	4,686,225 791,876 (107,185)	255,524 - -	1,648,700	14,947,042 1,102,923 (778,516)
	At 30 April 2015	7,996,309	5,370,916	255,524	1,648,700	15,271,449
	Depreciation At 1 May 2014 Charge for the year Eliminated on disposal	1,773,617 154,649 (184,662)	3,187,741 406,134 (41,630)	220,736 24,541 -	1,354,723 293,977	6,536,817 879,301 (226,292)
	At 30 April 2015	1,743,604	3,552,245	245,277	1,648,700 ———	7,189,826 ————
	Net book value At 30 April 2015	6,252,705	1,818,671	10,247	-	8,081,623
	At 30 April 2014	6,582,976	1,498,484	34,788	293,977	8,410,225

## 10 Tangible fixed assets (Cont'd)

	The net book value of land and buildings is split as follows:	2015 £	2014 £
	Freehold Leasehold improvements	6,190,362 62,343	6,582,976
11	Fixed asset investments	2015 £	2014 £
	Shares in group undertakings	1	1
	The company owns 100% of the ordinary share capital of Ashfield Motors with capital and reserves of £1 as at 30 April 2015.	Limited, a dorm	nant company
12	Stock	2015 £	2014 £
	Raw materials and consumables Work in progress Finished goods and goods for resale	1,662,223 804,031 5,058,614	1,436,144 539,005 4,317,862
		7,524,868	6,293,011
13	Debtors	2015 £	2014 £
	Trade debtors Amounts owed by related undertakings Other debtors Prepayments and accrued income	3,961,040 3,057,011 1,161,900 1,676,102	2,487,749 1,697,391 654,585 1,042,121
		9,856,053	5,881,846
14	Creditors: amounts falling due within one year	2015 £	2014 £
	Bank loans and overdrafts Trade creditors Corporation tax Other taxation and social security Other creditors Accruals and deferred income	893,180 10,688,617 509,224 705,527 571,288 1,759,201	3,011,629 6,737,925 349,520 938,743 104 745,093
		15,127,037	11,783,014

## Notes to the Financial Statements For the year ended 30 April 2015

## 14 Creditors: amounts falling due within one year (Cont'd)

Bank borrowings of £2,023,180 (2014: £4,641,629) are secured by standard securities over certain properties of the company and by a bond and floating charge over the whole assets of the company.

Included within other taxation and social security are outstanding pension contributions of £23,560 (2014: £16,356).

15	Creditors: amounts falling due after more than one year	2015 £	2014 £
	Bank loans Extended Warranties	1,130,000 4,953	1,630,000 160,041
		1,134,953	1,790,041
	Amounts are due within the following periods:	494,953	645,041
	Between one and two years Between two and five years After 5 years	640,000	1,145,000
		1,134,953	1,790,041

The company has a bank term loan of £3,400,000 which is repayable by 40 quarterly instalments of £85,000 over 10 years. £1,000,000 of the loan was interest free for 12 months from the original draw down on 23 March 2008. The interest on the remainder of the loan is chargeable at the rate of 1% above LIBOR.

There is also a further bank term loan of £1,500,000 which is repayable by 40 quarterly instalments of £37,500 over 10 years. Interest on the loan is chargeable at the rate of 2.2% above LIBOR.

16	Accruals and deferred income	2015 £	2014 £
	Deferred government grants		
	As at 1 May		333,100
	Received in year Released in year (note 3)	-	(333,100)
	At 30 April		_
17	Provision for liabilities	2015	2014
	Deferred taxation	£	£
	Short term timing differences Capital allowances	-	(3,271) 147,253
			143,982

17 Provision	on for liabilities (Cont'd)				£
	Provision at start of period Deferred tax charge in profit and loss account for year (note 8) —				
18 Share c	apital			2015 £	2014 £
Equity	called up and fully paid Ordinary Shares of £1 each			56,667	56,667
19 Reserve	· 9 <b>S</b>	Other reserves £	Share premium £	Profit and loss £	Total £
At 1 May Profit for Dividence	r the financial year	20,001 - -	1,663,343 - -	5,194,641 3,381,706 (440,000)	6,877,985 3,381,706 (440,000)
At 30 Ap	oril 2015	20,001	1,663,343	8,136,347	9,819,691
20 Dividen				2015 £	2014 £
	nary shares: d in respect of the year ended 30 / re	April 2015 of £7.7	6·(2014: £nil)	440,000	-
21 Reconc	iliation of movements in shareh	olders' funds		2015 £	2014 £
Profit for Dividence	r the financial year I paid			3,381,706 (440,000)	1,390,679 -
Net add	ition to shareholders' funds			2,941,706	1,390,679
Opening	shareholders' funds			6,934,652	5,543,973
Closing	shareholders' funds			9,876,358	6,934,652

## Notes to the Financial Statements For the year ended 30 April 2015

#### 22 Operating lease commitments

The company has commitments under operating leases for the next year for leases expiring as follows:-

	ioliows	2015		2014	
		Land & buildings £	Other leases £	Land & buildings	Other leases £
	Within one year	21,400	104,314	21,400	88,390
	Between two and five years	97,980	45,062	97,980	42,035
	Over five years	144,640	-	108,000	-
		264,020	149,376	227,380	130,425
23	Capital commitments			2015 . £	2014 £
	Capital expenditure which has been coprovided for in the financial statements		t been	292,500	_

#### 24 Ultimate Controlling Party

As at 30 April 2015, the immediate parent company is Allied Holdings (UK) Limited, a company registered within the UK. The ultimate parent company is Allied Holdings (UK) 2014 Limited, a company registered within the UK. Mr G Facenna and Mr M A Facenna, both directors of the company, are also directors and equal shareholders of Allied Holdings (UK) 2014 Limited. Copies of the consolidated financial statements of Allied Holdings (UK) 2014 Limited can be obtained from the company's registered office.

## 25 Related parties

The FRS 8 exemption has been taken from disclosing transactions with group undertakings on the basis that consolidated financial statements are available.

During the year contributions of £116,800 (2014: £66,800) and rent of £108,000 (2014: £108,000) were paid by the company to the Facenna Family Trust.

During the year, the company recharged expenses it had paid on behalf of the Facenna Family Trust amounting to £3,290 (2014: £nil). At the balance sheet date, a balance of £3,290 is included within trade debtors as owed to the company (2014: £nil).

During the year, the company paid expenses on behalf of Glasgow Tigers Speedway Limited, a common related by common control, amounting to £1,174,619 (2014: £nil). At the balance sheet date, a balance of £1,174,619 is included within amounts owed by related undertakings (2014: £nil).

During the year, the company paid expenses on behalf of Ashfield Allied Limited, a company related by common control, amounting to £144,298 (2014: £nil). At the balance sheet date, a balance of £144,298 is included within amounts owed by related undertakings (2014: £nil).

#### 26 Transactions with directors

M Facenna had an overdrawn loan account in the year with a maximum balance outstanding in the year of £217,100. A repayment of £220,000 was received during the year (2014: £nil). At the year end, the balance was £2,900 owed from the company (2014: £7,779 owed to the company). Interest payable of £6,834 (2014: £nil) is calculated at the HMRC beneficial loan interest rate of 3.25%.

G Facenna had an overdrawn loan account in the year with a maximum balance outstanding in the year of £1,084,926. A repayment of £220,000 was received during the year (2014: £nil). At the year end, the balance was £864,926 (2014: £539,748). Interest payable of £34,150 (2014: £8,116) is calculated at the HMRC beneficial loan interest rate of 3.25%.

During the year, the company paid expenses on behalf of the directors totalling £729,073 (2014: £182,791) which have been charged against the respective director's loan account.