

Allmark Limited
FINANCIAL STATEMENTS
for the year ended
31 December 2012



Allmark Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTOR

Mr R Gibellini

SECRETARY

Mr G Da Re

REGISTERED OFFICE

Phoenix House
Kinnel Park Ind Est
Bodelwyddan
Denbighshire
Wales
LL18 5TY

AUDITOR

Baker Tilly UK Audit LLP
Chartered Accountants
Steam Mill
Steam Mill Street
Chester
CH3 5AN

Allmark Limited

DIRECTOR'S REPORT

The director submits his report and financial statements of Allmark Limited for the year ended 31 December 2012

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was a holding company

RESULTS AND DIVIDENDS

The loss for the year amounted to £21,771 (2011 - loss £100,222) The director has not recommended a dividend

FINANCIAL INSTRUMENTS

The company has very limited exposure to risk associated with its financial instruments The risks are currency (exchange rate) and interest rate risks The board reviews and agrees policies for the prudent management of these risks as follows

Currency risk

The Company has creditors in Euros and Sterling and any variation of the relationship between the two currencies is reflected in the profit and loss account As the Reflex Group has strong cash inflows in Euros there is no advantage in hedging against movements in this currency

Interest rate risk

The Company is charged interest by a group undertaking on the outstanding balance of a long term loan The rate of interest is linked to the Euribor rate and the resultant charge is reflected in the profit and loss account The director is satisfied that the rate is good for the business and that the resulting cash flows from the investment in the subsidiary is sufficient to service the interest

DIRECTOR

The director who served the company during the year was as follows

Mr R Gibellini

Qualifying third party indemnity provision is in place for the benefit of the director of the Company

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The director who was in office on the date of approval of these financial statements has confirmed, as far as he is aware, that there is no relevant audit information of which the auditor is unaware The director has confirmed that he has taken all the steps that he ought to have taken as director in order to make himself aware of any relevant audit information and to establish that it has been communicated to the auditor

AUDITOR

Baker Tilly UK Audit LLP has indicated its willingness to continue in office

By order of the board

Mr G Da Re

Company Secretary

13 March 2013

Allmark Limited

DIRECTOR'S RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director 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 those financial statements, the director is required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. The director is 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALLMARK LIMITED

We have audited the financial statements on pages 5 to 10 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 director and auditor

As more fully explained in the Director's Responsibilities Statement set out on page 3, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



GRAHAM BOND FCA (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor

Chartered Accountants

Steam Mill

Steam Mill Street

Chester CH3 5AN

15/3/13

Allmark Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2012

	<i>Notes</i>	2012 £	2011 £
TURNOVER		—	—
Administrative expenses		—	(150)
OPERATING LOSS		—	(150)
Interest receivable	2	150,321	152,108
		150,321	151,958
Interest payable and similar charges	3	(172,092)	(252,180)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(21,771)	(100,222)
Taxation	4	—	—
LOSS FOR THE FINANCIAL YEAR	11	(21,771)	(100,222)

The loss for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

Allmark Limited**BALANCE SHEET**

31 December 2012

	Notes	2012 £	2011 £
FIXED ASSETS			
Investments	5	<u>12,820,000</u>	<u>12,820,000</u>
CREDITORS			
Amounts falling due within one year	6	<u>(8,969,535)</u>	<u>(7,134,538)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>3,850,465</u>	<u>5,685,462</u>
CREDITORS			
Amounts falling due after more than one year	7	<u>(2,326,903)</u>	<u>(4,140,129)</u>
		<u>1,523,562</u>	<u>1,545,333</u>
CAPITAL AND RESERVES			
Called up share capital	10	2,000,000	2,000,000
Profit and loss account	11	<u>(476,438)</u>	<u>(454,667)</u>
SHAREHOLDERS' FUNDS	12	<u>1,523,562</u>	<u>1,545,333</u>

The financial statements on pages 5 to 10 were approved and signed by the director and authorised for issue on 13 March 2013

Mr R Gibellini
Director

Allmark Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

GOING CONCERN

The company has net current liabilities of £8,969,535 (2011 £7,134,538) and is reliant upon the support of its parent Reflex s r l and on its subsidiary company Reflex&Allen UK Limited, who are the company's only creditors. The company has obtained formal confirmation that both creditor companies will continue to support the company for at least the next 12 months from the date of signing the financial statements. The support of both companies is considered by the directors to be reliable, based on the support of the ultimate parent company Finlite s r l, whose support is also considered reliable.

CONSOLIDATION

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEA and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts. Therefore these accounts present information about the individual company and not the group.

CASH FLOW STATEMENT

The directors have taken advantage of the exemption in Financial Reporting Standards No 1 (Revised 1996) from including a cash flow statement in the financial statement on the grounds that the company is a wholly owned subsidiary and its parent publishes a consolidated cash flow statement.

FOREIGN CURRENCIES

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

FINANCIAL INSTRUMENTS

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

INVESTMENTS

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value. Income from other financial fixed asset investments together with any related tax credit is recognised in the profit and loss account in the year in which it is receivable.

Allmark Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2012

1 PARTICULARS OF EMPLOYEES

No salaries or wages have been paid to employees, including the director, during the year

2 INTEREST RECEIVABLE

	2012	2011
	£	£
Foreign currency gain on loan balance	<u>150,321</u>	<u>152,108</u>

3 INTEREST PAYABLE AND SIMILAR CHARGES

	2012	2011
	£	£
Interest on other loans payable to parent undertaking	<u>172,092</u>	<u>252,180</u>

4 TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 24% (2011 - 20%), as explained below

	2012	2011
	£	£
Loss on ordinary activities before taxation	<u>(21,771)</u>	<u>(100,222)</u>
Loss on ordinary activities by rate of tax	(5,225)	(20,044)
Effects of Unrelieved tax losses	<u>5,225</u>	<u>20,044</u>
Total current tax	<u>-</u>	<u>-</u>

5 INVESTMENTS

	£
Cost	
At 1 January 2012 and 31 December 2012	<u>12,820,000</u>
Net book value	
At 1 January 2012 and 31 December 2012	<u>12,820,000</u>

Allmark Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2012

5 INVESTMENTS *(continued)*

Allmark Limited holds the equity share capital of the following companies

Name of undertaking	Ordinary share capital % held	Country of incorporation	Nature of business
Reflex&Allen UK Limited	100%	England and Wales	Manufacture of commercial vehicle parts

The following companies are owned by Reflex&Allen UK Limited

Allen Wuxi CV Parts Co Limited	100%	China	Manufacture of vehicle parts
PACO Allen Auto Private Limited	51%	India	Supply of fluid carrying systems
Allen Industrial Limited	100%	England and Wales	Dormant
Polydynamics Limited	100%	England and Wales	Dormant
Allmark (NI) Limited	100%	Ireland	Dormant
Energ1 Products Limited	100%	England and Wales	Manufacture of plastic products

	2012 £	2011 £
Aggregate capital and reserves Reflex&Allen UK Limited	14,321,879	12,479,685
Profit/(loss) for the financial year Reflex&Allen UK Limited	1,842,194	1,478,626

6 CREDITORS Amounts falling due within one year

	2012 £	2011 £
Amounts owed to parent undertaking	1,163,392	1,350,818
Amounts owed to subsidiary undertaking	7,806,143	5,783,720
	<u>8,969,535</u>	<u>7,134,538</u>

7 CREDITORS Amounts falling due after more than one year

	2012 £	2011 £
Amounts owed to parent undertaking	<u>2,326,903</u>	<u>4,140,129</u>

The loan repayable to the parent company is unsecured and repayable by half year instalments until 2015 and bears interest at the Euribor rate which at the year end was 1.011%

8 SECURED ASSETS

A deed of charge over shares was created on 6th September 2012 in the name of UniCredit S.p.A with full title guarantee and by way of first fixed charge over all rights, entitlements, benefits and interest in the shares and related assets of the company

9 RELATED PARTY TRANSACTIONS

The directors have taken exemption in accordance with Financial Reporting Standard 8 not to disclose related party transactions with other group companies

Allmark Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2012

10 SHARE CAPITAL

	2012 £	2011 £
Allotted, called up and fully paid 2,000,000 Ordinary shares of £1 each	<u>2,000,000</u>	<u>2,000,000</u>

11 PROFIT AND LOSS ACCOUNT

	2012 £	2011 £
At the beginning of the year	(454,667)	(354,445)
Loss for the financial year	<u>(21,771)</u>	<u>(100,222)</u>
At the end of the year	<u>(476,438)</u>	<u>(454,667)</u>

12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Loss for the financial year	(21,771)	(100,222)
Opening shareholders' funds	<u>1,545,333</u>	<u>1,645,555</u>
Closing shareholders' funds	<u>1,523,562</u>	<u>1,545,333</u>

13 ULTIMATE PARENT COMPANY

The parent company is Reflex s r l , a company incorporated in Italy

The majority shareholder in Reflex s r l is Finlite s r l incorporated in Italy This is considered to be the ultimate parent company The consolidated accounts of Finlite s r l are filed in the UK in English and are available from Companies House

Finlite s r l is 99% owned by R Gibellini, who is considered to be the ultimate controlling party