

FAAC (UK) Limited

Registered number 01875607

Directors' report and financial statements

For the year ended 31 December 2012

MONDAY



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COMPANIES HOUSE

FAAC (UK) LIMITED

COMPANY INFORMATION

DIRECTORS

A Marcellan
W Walker

COMPANY SECRETARY

Clarks Nominees Limited

COMPANY NUMBER

01875607

REGISTERED OFFICE

Unit 6 Hamilton Close
Houndmills Industrial Estate
Basingstoke
Hampshire
RG21 6YT

AUDITOR

Mazars LLP
Chartered Accountants & Statutory Auditor
Tower Bridge House
St Katharine's Way
London
E1W 1DD

BANKERS

Natwest
Basingstoke
Hampshire
RG21 7NS

FAAC (UK) LIMITED

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FAAC (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report and the financial statements for the year ended 31 December 2012

PRINCIPAL ACTIVITY

The principal activity of the company continued to be that of distributors of automation systems for doors, gates, barriers and the provision, installation and maintenance of parking systems

BUSINESS REVIEW

On 1st January 2012 the company acquired the trade and certain assets and liabilities of Zeag Parking Limited, a fellow Group company

The principal activity of the company is parking and access automation, involving the provision, installation and maintenance of revenue parking solutions and the distribution of automation systems for doors, gates and barriers

Despite the difficult economic climate the business delivered growth in its revenues for Automation distribution and a small reduction in its Parking revenues

The directors forecast continued growth in access automation and have broadened the company's parking product portfolio to address challenging trading conditions in this sector

RESULTS

The profit for the year, after taxation, amounted to £1,118,554 (2011 £893,523)

DIRECTORS

The directors who served during the year were

A Marcellan
W Walker (appointed 26 January 2012)
M Manini (passed away 17 March 2012)

PROVISION OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

FAAC (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing 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 judgments and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

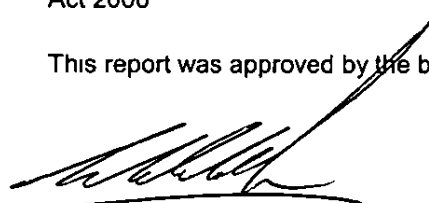
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies 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.

AUDITOR

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on

and signed on its behalf


W Walker
Director

19-4-13

FAAC (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FAAC (UK) LIMITED

We have audited the financial statements of FAAC (UK) Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the 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).

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' responsibilities statement set out on page 2, 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 (APB's) Ethical Standards for Auditors. 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.

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 website at www.frc.org.uk/auditscopeukprivate.

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 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 THE OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

FAAC (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FAAC (UK) 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



Mr William Neale Bussey (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

Tower Bridge House
St Katharine's Way
London
E1W 1DD

Date *24 April 2017*

FAAC (UK) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	2012 £	2011 £
TURNOVER	1,2		
Existing operations		8,074,333	7,810,475
Acquisitions	4	5,134,988	-
		<u>13,209,321</u>	<u>7,810,475</u>
Cost of sales	4	<u>(8,040,352)</u>	<u>(4,999,124)</u>
GROSS PROFIT		5,168,969	2,811,351
Distribution costs	4	(662,019)	(408,082)
Administrative expenses	4	<u>(2,908,561)</u>	<u>(1,166,495)</u>
OPERATING PROFIT	3		
Existing operations		1,327,686	1,236,774
Acquisitions	4	270,703	-
		<u>1,598,389</u>	<u>1,236,774</u>
Interest receivable and similar income		6,821	6,812
		<u>1,605,210</u>	<u>1,243,586</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,605,210	1,243,586
Tax on profit on ordinary activities	7	<u>(486,656)</u>	<u>(350,063)</u>
PROFIT FOR THE FINANCIAL YEAR	17	<u><u>1,118,554</u></u>	<u><u>893,523</u></u>

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 7 to 17 form part of these financial statements

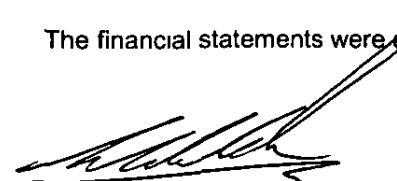
FAAC (UK) LIMITED

Registered number 01875607

BALANCE SHEET**AS AT 31 DECEMBER 2012**

	Note	£	2012 £	£	As restated 2011 £
FIXED ASSETS					
Intangible assets	9		1,300,308		-
Tangible assets	10		121,197		75,871
Investments	11		2,802,068		-
			<u>4,223,573</u>		<u>75,871</u>
CURRENT ASSETS					
Stocks	12	1,459,108		831,393	
Debtors	13	3,400,214		1,860,711	
Cash at bank		1,410,995		2,327,272	
		<u>6,270,317</u>		<u>5,019,376</u>	
CREDITORS: amounts falling due within one year	14	<u>(7,070,429)</u>		<u>(3,630,960)</u>	
NET CURRENT (LIABILITIES)/ASSETS			(800,112)		1,388,416
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>3,423,461</u>		<u>1,464,287</u>
CREDITORS: amounts falling due after more than one year	15		<u>(840,620)</u>		-
NET ASSETS			<u><u>2,582,841</u></u>		<u><u>1,464,287</u></u>
CAPITAL AND RESERVES					
Called up share capital	16		100,000		100,000
Profit and loss account	17		2,482,841		1,364,287
SHAREHOLDERS' FUNDS - EQUITY	19		<u><u>2,582,841</u></u>		<u><u>1,464,287</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on


W Walker
 Director

19-4-13

The notes on pages 7 to 17 form part of these financial statements

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Going concern

The financial statements have been prepared on a going concern basis. Whilst the company was profitable in the current and prior year, as at 31 December 2012, it was in a net current liability position. The company's ultimate parent company has confirmed to the directors their current intention to provide funding to enable the company to meet its liabilities as they fall due for the foreseeable future, and the directors have therefore prepared the financial statements on a going concern basis.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

1.5 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the profit and loss account over its estimated economic life.

1.6 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant and machinery	-	25% to 40% straight line
Motor vehicles	-	25% to 33% straight line
Fixtures and fittings	-	25% to 33% straight line

1.7 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.8 Operating leases

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

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1. ACCOUNTING POLICIES (continued)

1.9 Stocks

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

1.10 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

1.11 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

1 12 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

2. TURNOVER

In the year ended 31 December 2012, 4.2% (2011 0.95%) of turnover was to markets outside the UK

All of the turnover and profit before taxation from existing and acquired activities is attributable to the principal activity

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

3. OPERATING PROFIT

The operating profit is stated after charging/(crediting)

	2012 £	2011 £
Amortisation - intangible fixed assets	400,095	-
Depreciation of tangible fixed assets		
- owned by the company	97,784	45,644
Auditors' remuneration	17,500	6,500
Auditors' remuneration - non-audit	4,500	2,640
Operating lease rentals		
- other operating leases	228,979	129,833
Difference on foreign exchange	(6,502)	(838)
	<u>228,979</u>	<u>129,833</u>

4. ANALYSIS OF OPERATING PROFIT

	2012 Continuing £	2011 Continuing £
Turnover	13,209,321	7,810,475
Cost of sales	(8,040,352)	(4,999,124)
	<u>5,168,969</u>	<u>2,811,351</u>
Gross profit		
Distribution costs	(662,019)	(408,082)
Administrative expenses	(2,908,561)	(1,166,495)
	<u>1,598,389</u>	<u>1,236,774</u>

On 1 January 2012 the trade and certain assets and liabilities of Zeag Parking Limited were acquired, the results of which are shown below

	2012 £
Turnover	5,134,988
Cost of sales	(3,084,001)
	<u>2,050,987</u>
Gross profit	
Distribution costs	(363,862)
Administrative expenses	(1,416,422)
	<u>270,703</u>
Operating profit	<u>270,703</u>

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

5. STAFF COSTS

Staff costs, including directors' remuneration, were as follows

	2012 £	2011 £
Wages and salaries	2,022,596	841,927
Social security costs	241,972	101,390
Other pension costs	34,535	31,821
	<u>2,299,103</u>	<u>975,138</u>

The average monthly number of employees, including the directors, during the year was as follows

	2012 No.	2011 No.
Technical	37	7
Distribution	21	12
Administration	8	5
	<u>66</u>	<u>24</u>

6 DIRECTORS' REMUNERATION

	2012 £	2011 £
Emoluments	<u>139,055</u>	<u>-</u>
Company pension contributions to defined contribution pension schemes	<u>21,553</u>	<u>-</u>

During the year retirement benefits were accruing to 1 director (2011 NIL) in respect of defined contribution pension schemes

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

7. TAXATION

	2012 £	2011 £
Analysis of tax charge in the year		
UK corporation tax charge on profit for the year	502,698	352,615
Adjustments in respect of prior periods	(16,042)	(2,552)
Tax on profit on ordinary activities	<u>486,656</u>	<u>350,063</u>

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2011 higher than) the standard rate of corporation tax in the UK of 24.5% (2011 26.5%). The differences are explained below

	2012 £	2011 £
Profit on ordinary activities before tax	<u>1,605,210</u>	<u>1,243,586</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011 26.5%)	393,276	329,550
Effects of:		
Expenses not deductible for tax purposes	107,866	4,021
Depreciation in excess of capital allowances	1,525	2,477
Adjustments to tax charge in respect of prior periods	(16,042)	(2,552)
Other differences leading to an increase/(decrease) in the tax charge	31	16,567
Current tax charge for the year (see note above)	<u>486,656</u>	<u>350,063</u>

Factors that may affect future tax charges

Reductions to the corporation tax rates have been announced in the 2013 Finance Budget published on 20 March 2013. Within the Budget it was proposed to reduce the corporation tax rate to 21% from 1 April 2014. However, as the 21% rate had not been enacted by the Balance Sheet date, it has not been reflected in these accounts.

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

8. ACQUISITION

On 1 January 2012, FAAC (UK) Limited purchased the trade and certain assets and liabilities of Zeag Parking Limited, a fellow group company. The goodwill arising on acquisition is being amortised over 4 years being the director's estimate of its economic life.

Consideration for the acquisition and details of the assets and liabilities acquired are set out below. All the assets and liabilities are stated at book value as the directors have not identified any additional adjustments required to state them at fair value.

	Net book value and fair value £'000
Tangible fixed assets	138
Stocks	460
Debtors	1,122
Cash at bank and in hand	203
Creditors	(1,368)
Net assets acquired	555
Consideration payable - Intercompany account	2,255
Goodwill on acquisition	1,700

9. INTANGIBLE FIXED ASSETS

	Goodwill £
Cost	
At 1 January 2012	-
Acquisition (note 8)	1,700,403
At 31 December 2012	1,700,403
Amortisation	
At 1 January 2012	-
Charge for the year	400,095
At 31 December 2012	400,095
Net book value	
At 31 December 2012	1,300,308
At 31 December 2011	-

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

10. TANGIBLE FIXED ASSETS

	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Total £
Cost				
At 1 January 2012	92,210	97,965	101,791	291,966
Additions	6,550	6,900	8,390	21,840
Acquisition of trade of Zeag Parking Limited	22,564	-	145,722	168,286
Disposals	(22,564)	-	(4,869)	(27,433)
At 31 December 2012	98,760	104,865	251,034	454,659
Depreciation				
At 1 January 2012	92,210	40,514	83,371	216,095
Charge for the year	7,225	31,738	58,821	97,784
Acquisition of trade of Zeag Parking Limited	2,215	-	28,313	30,528
On disposals	(7,441)	-	(3,504)	(10,945)
At 31 December 2012	94,209	72,252	167,001	333,462
Net book value				
At 31 December 2012	4,551	32,613	84,033	121,197
At 31 December 2011	-	57,451	18,420	75,871

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

11. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2012	-
Additions	2,802,068
At 31 December 2012	2,802,068
Net book value	
At 31 December 2012	2,802,068
At 31 December 2011	-

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Class of shares	Holding
Door and Shutter Services (Glasgow) Limited ("DSS")	Ordinary	100%*

*During the year the company acquired 70% of the issued share capital of DSS. Under the terms of the sale and purchase agreement the company also entered into matching put and call options over the remaining 30% at an option price that is dependent on the future financial performance of DSS. The company has therefore accounted for the acquisition of 100% of DSS, with the estimated option price treated as contingent deferred consideration.

12. STOCKS

	2012 £	2011 £
Finished goods and goods for resale	1,459,108	831,393

13. DEBTORS

	2012 £	2011 £
Trade debtors	3,045,420	1,762,222
Amounts owed by group undertakings	206,307	100
Prepayments and accrued income	148,487	98,389
	3,400,214	1,860,711

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

14 CREDITORS:

Amounts falling due within one year

	2012 £	As restated 2011 £
Trade creditors	231,217	157,978
Amounts owed to group undertakings	5,101,117	2,686,699
Corporation tax	240,029	185,615
Social security and other taxes	697,698	465,211
Accruals and deferred income	800,368	135,457
	<u>7,070,429</u>	<u>3,630,960</u>

15. CREDITORS

Amounts falling due after more than one year

	2012 £	2011 £
Deferred consideration (note 11)	<u>840,620</u>	<u>-</u>

16. SHARE CAPITAL

	2012 £	2011 £
Allotted, called up and fully paid		
100,000 Ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>

17. RESERVES

	Profit and loss account £
At 1 January 2012 (as previously stated)	3,064,287
Prior year adjustment (note 18)	(1,700,000)
	<u>1,364,287</u>
At 1 January 2012 (as restated)	1,364,287
Profit for the year	1,118,554
	<u>2,482,841</u>
At 31 December 2012	

18. PRIOR YEAR ADJUSTMENT

The prior year comparative figures have been restated to correct the treatment of a dividend settled through the intercompany account with the company's parent in the prior year. The prior period figures have been restated to increase amounts due to group undertakings by £1,700,000 and to decrease the profit and loss reserve.

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

19. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2012 £	As restated 2011 £
Opening shareholders' funds	3,164,287	2,270,764
Prior year adjustments (note 18)	(1,700,000)	
Opening shareholders' funds (as restated)	1,464,287	
Profit for the year	1,118,554	893,523
Dividends (Note 20)	-	(1,700,000)
Closing shareholders' funds	2,582,841	1,464,287

20. DIVIDENDS

	2012 £	As restated 2011 £
Dividends paid of £17 per share	-	1,700,000

21. PENSION COMMITMENTS

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £34,535 (2011 £31,821). Contributions totaling £15,857 (2011 £14,875) were payable to the fund at the balance sheet date and are included in creditors.

22. OPERATING LEASE COMMITMENTS

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings			Other
	2012 £	2011 £	2012 £	2011 £
Expiry date:				
Within 1 year	101,611	-	29,222	-
Between 2 and 5 years	71,793	128,000	93,185	-

FAAC (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

23. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in the Financial Reporting Standard 8 from the requirement to disclose transactions with wholly owned members of the FAAC SpA group

24. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The directors consider that the company's immediate and ultimate parent company is FAAC SpA, which is registered in Italy

FAAC SpA is the parent company of the largest and smallest group of which this company is a member and for which group accounts are prepared. FAAC SpA lodges the group accounts with Camera di Commercio Industria Agricoltura e Artigianato, Ufficio Imprese, Piazza della Costituzione, 40100 Bologna, Italy

The directors consider the company's controlling party to be the Church of Bologna, Italy